UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☑ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018 Commission File Number 000-55607

FIRST MINING GOLD CORP.

(Exact name of registrant as specified in its charter)

British Columbia, Canada	**1040**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

Suite 1800 – 925 West Georgia Street,
Vancouver, British Columbia V6C 3L2, Canada
(604) 688-3033
(Address and telephone number of Registrant's principal executive offices)

National Registered Agents, Inc.
1090 Vermont Avenue N.W., Suite 910
Washington, D.C. 20005
(202) 371-8090
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of exchange on which registered:
None	**None**

Securities registered pursuant to Section 12(g) of the Act: **Common Shares, no par value**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form.

☑ Annual information form ☑ Audited annual financial statements

Indicate the number of outstanding shares of each of the Registrant's classes of capital or common stock as of the close of the period covered by the annual report: 558,316,916

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

☐ Yes ☑ No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☑

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

EXPLANATORY NOTE

First Mining Gold Corp. (the "**Company**" or the "**Registrant**") is a Canadian issuer eligible, pursuant to Section 13 of the Securities Exchange Act, to file its annual report on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

FORWARD-LOOKING STATEMENTS

This annual report on Form 40-F and the exhibits attached hereto contain "**forward-looking statements**" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "**forward-looking information**" within the meaning of applicable Canadian securities legislation. Forward-looking statements, which are all statements other than statements of historical fact, include, but are not limited to, statements with respect to the future price of commodities, the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, reserve determination and reserve conversion rates. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: fluctuations in the price of commodities; risks related to mining and exploration operations including risks related to fluctuations in the price of the primary commodities mined at such operations, actual results of mining and exploration activities, economic and political risks of the jurisdictions in which the mining and exploration operations are located, changes in project parameters as plans continue to be refined; and differences in the interpretation or application of tax laws and regulations; as well as those factors discussed in the section entitled "*Risks that can affect our business*" in the Company's annual information form (the "**AIF**") for the financial year ended December 31, 2018. Forward-looking statements are based on assumptions management believes to be reasonable, including but not limited to: no material adverse change in the market price of commodities, that the mining and exploration operations will operate and the mining projects will be completed in accordance with their public statements and achieve their stated production outcomes, and such other assumptions and factors as set out herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements and forward-looking information contained or incorporated by reference in this annual report on Form 40-F are included for the purpose of providing investors with information to assist them in understanding the Company's expected financial and operational performance and may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statements that are included or incorporated by reference herein, except in accordance with applicable securities laws.

NOTE TO UNITED STATES READERS – DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this annual report on Form 40-F in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its financial statements (the "**Audited Financial Statements**") in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The AIF filed as Exhibit 99.1 to this annual report on Form 40-F has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. These definitions differ from the definitions in the United States Securities and Exchange Commission (the "**SEC**") Industry Guide 7 ("**SEC Industry Guide 7**") under the United States Securities Act of 1933, as amended. Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "**mineral resource**", "**measured mineral resource**", "**indicated mineral resource**" and "**inferred mineral resource**" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this annual report on Form 40-F and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CURRENCY

Unless otherwise indicated, all dollar amounts in this annual report on Form 40-F are in Canadian dollars. The functional currency of the Company, the parent entity, is the Canadian dollar and for the Mexican and US subsidiaries, the functional currency is the United States dollar. The financial statement presentation currency is the Canadian dollar. The expenditures of our Canadian operations where incurred in currencies other than Canadian dollars are translated at the exchange rates in effect at the date of the underlying transactions. Differences arising from these foreign currency transactions are recorded in the consolidated statement of net loss.

ANNUAL INFORMATION FORM

The AIF is filed as Exhibit 99.1 to, and incorporated by reference in, this annual report on Form 40-F.

AUDITED ANNUAL FINANCIAL STATEMENTS

The Audited Financial Statements for the year ended December 31, 2018, including the report of the independent registered public accounting firm with respect thereto, is filed as Exhibit 99.2 to, and incorporated by reference in, this annual report on Form 40-F.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's management's discussion and analysis of results of operations and financial condition for the year ended December 31, 2018 is filed as Exhibit 99.3 to, and incorporated by reference in, this annual report on Form 40-F.

CERTIFICATIONS

See Exhibits 99.4, 99.5, 99.6 and 99.7, which are included as Exhibits to this annual report on Form 40-F.

DISCLOSURE CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this annual report on Form 40-F, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) under the Exchange Act). Based upon the results of that evaluation, the CEO and the CFO have concluded that as at the end of the period covered by this annual report on Form 40-F, the Company's disclosure controls and procedures were effective. Disclosure controls and procedures include controls and other procedures that are designed to ensure that (i) information required to be disclosed by the Company in reports that it files or submits to the SEC under the Exchange Act is recorded, processed, summarized and reported within the appropriate time periods specified in applicable rules and forms, and (ii) information required to be disclosed by the Company in reports filed under the Exchange Act is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

The Company's management, with the participation of the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. The Company's internal control over financial reporting includes policies and procedures that:

- maintain records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary for preparation of financial statements in accordance with IFRS;
- provide reasonable assurance that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

Because of its inherent limitations, the Company's internal control over financial reporting may not prevent or detect misstatements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, based on the criteria set forth in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management has concluded that the Company's internal control over financial reporting was effective and no material weakness was identified as at December 31, 2018.

Attestation Report of the Registered Public Accounting Firm

This Annual Report on Form 40-F does not include an attestation report of the Company's registered public accounting firm because the Company qualified as an "emerging growth company" pursuant to Section 2(a)(19) of the Securities Act of 1933 during the year covered by this Annual Report on Form 40-F, and this Annual Report on Form 40-F is therefore not required to include such an attestation report.

Changes in Internal Control over Financial Reporting

During the period covered by this annual report on Form 40-F, no change occurred in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the CEO and CFO, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

AUDIT COMMITTEE

Audit Committee

The Company's board of directors has a separately designated standing audit committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The members of the Company's audit committee are identified on pages 148 to 149 of the AIF, filed as Exhibit 99.1 and incorporated by reference herein. In the opinion of the Company's board of directors, all members of the audit committee are independent (as determined under Rule 10A-3 of the Exchange Act and the rules of the New York Stock Exchange) and are financially literate.

Audit Committee Financial Expert

The Company's board of directors has determined that Raymond Polman is the audit committee financial expert, in that he has an understanding of generally accepted accounting principles and financial statements (International Financial Reporting Standards "IFRS" in Canada) and is able to assess the general application of accounting principles, including, in connection with the accounting for estimates, accruals and reserves. The financial expert has experience preparing, auditing, analyzing or evaluating financial statements that entail accounting issues of equal breadth and complexity to the Company's financial statements (or actively supervising another person who did so). The financial expert also has an understanding of internal controls and procedures for financial reporting and an understanding of audit committee functions.

Audit Committee Charter

See Exhibit 99.25 for the Company's Audit Committee Charter, incorporated by reference in this annual report on Form 40-F.

CODE OF ETHICS

The Company has adopted a written Code of Business Conduct and Ethics. A copy of this code is available on the Company's website at http://www.firstmininggold.com or to any person without charge, by written request addressed to: First Mining Gold Corp., Attention: General Counsel & Corporate Secretary, Suite 1800 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, Canada 1.844.306.8827, or by email (info@firstmininggold.com). The Company's Code of Business Conduct and Ethics has not been amended during the year ended December 31, 2018, nor has any waiver to the code been granted during the year ended December 31, 2018. Any amendments to the Code of Business Conduct and Ethics will be posted on the Company's website.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers LLP served as the Registrant's principal accountant (the "**Principal Accountant**") for the year ended December 31, 2018.

Audit Fees

The aggregate fees billed and expected to be billed by the Principal Accountant for the fiscal years ended December 31, 2018 and 2017, for professional services rendered by the Principal Accountant for the audit of the Company's annual financial statements or services that are normally provided by the Principal Accountant in connection with statutory and regulatory filings or engagements for such fiscal years were $119,543 and $88,924, respectively.

Audit-Related Fees

There were no audit-related fees billed by the Principal Accountant for the fiscal years ended December 31, 2018 and 2017.

Tax Fees

The aggregate fees billed by the Principal Accountant for the fiscal years ended December 31, 2018 and 2017, for professional services rendered by the Principal Accountant for tax compliance, tax advice, tax planning and other services were $1,680 and $8,936, respectively. The Tax Fees predominantly relate to general tax advisory services under Canadian and US tax regimes.

All Other Fees

There were no additional fees billed by the Principal Accountant for the fiscal years ended December 31, 2018 and 2017.

Audit Committee Pre-Approval Policies and Procedures

Since the enactment of the Sarbanes-Oxley Act of 2002 on July 30, 2002, all audit and non-audit services performed by the Registrant's outside auditors are pre-approved by the audit committee of the Registrant.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors, or relationships with unconsolidated special purpose entities.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The information provided under the heading "Management's Discussion and Analysis – Financial Instruments – Liquidity Risk" contained in Exhibit 99.3 as filed with this annual report on Form 40-F contains the Company's disclosure of contractual obligations and is incorporated by reference herein.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises.

EXHIBIT INDEX

Exhibit	Description
99.1	Annual Information Form of the Company for the year ended December 31, 2018
99.2	Audited consolidated financial statements and related audit reports of the Company, for the year ended December 31, 2018 are exhibits to and form a part of this annual report
99.3	Management's Discussion and Analysis for the year ended December 31, 2018
99.4	CEO Certification pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	CFO Certification pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Consent of Dr. Gilles Arseneau, Ph.D., P.Geo., of SRK Consulting (Canada) Inc.
99.9	Consent of Dr. Adrian Dance, Ph.D., P.Eng., of SRK Consulting (Canada) Inc.
99.10	Consent of Victor Munoz, P.Eng., M.Eng., of SRK Consulting (Canada) Inc.
99.11	Consent of Grant Carlson, P.Eng., of SRK Consulting (Canada) Inc.
99.12	Consent of Neil Winkelmann, FAusIMM, of SRK Consulting (Canada) Inc.
99.13	Consent of Bruce Andrew Murphy, P.Eng., of SRK Consulting (Canada) Inc.
99.14	Consent of Michael Royle, M.App.Sci., P.Geo., of SRK Consulting (Canada) Inc.
99.15	Consent of Dr. Ewoud Maritz Rykaart, Ph.D., P.Eng., of SRK Consulting (Canada) Inc.
99.16	Consent of Mark Liskowich, P.Geo., of SRK Consulting (Canada) Inc.
99.17	Consent of Todd McCracken, P.Geo., of WSP Canada Inc.
99.18	Consent of Mark Drabble, B.App.Sci (Geology), MAIG, MAusIMM, of Optiro Pty Limited
99.19	Consent of Kahan Cervoj, B.App.Sci (Geology), MAIG, MAusIMM, of Optiro Pty Limited
99.20	Consent of B. Terrence Hennessey, P.Geo., of Micon International Limited
99.21	Consent of Michael P. Cullen, M.Sc., P.Geo., of Mercator Geological Services Limited
99.22	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
99.23	Audit Committee Charter of the Company

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

FIRST MINING GOLD CORP.

Date: April 1, 2019

By: /s/ *Daniel W. Wilton*
Daniel W. Wilton
Chief Executive Officer

Exhibit 99.1

FIRST MINING GOLD

TSX: FF

OTCQX: FFMGF

FRANKFURT: FMG

ANNUAL INFORMATION FORM

For the year ended December 31, 2018

Date: March 29, 2019

18th FLOOR – 925 WEST GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA V6C 3L2
WWW.FIRSTMININGGOLD.COM | 1-844-306-8827

CONTENTS

Important information about this document

This annual information form ("**AIF**") provides important information about the Company. It describes, among other things, our history, our markets, our exploration and development projects, our mineral resources, sustainability, our regulatory environment, the risks we face in our business and the market for our shares.

Throughout this document, the terms *we, us, our, the Company* and *First Mining* mean First Mining Gold Corp. and its subsidiaries, in the context.

Information on our website is not part of this AIF, nor is it incorporated by reference herein. Our filings on SEDAR are also not part of this AIF, nor are they incorporated by reference herein.

Reporting currency and financial information

The reporting currency of the Company is Canadian dollars. Unless we have specified otherwise, all dollar amounts ("**$**") referred to in this AIF are in Canadian dollars. Any references to "**US$**" mean United States (US) dollars.

All financial information presented in this AIF has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Caution about forward-looking information

This AIF includes statements and information about our expectations for the future. When we discuss our strategy, business prospects and opportunities, plans and future financial and operating performance, or other things that have not yet taken place, we are making statements considered to be forward-looking information or forward-looking statements under applicable securities laws. We refer to them in this AIF as forward-looking information.

Key things to understand about the forward-looking information in this AIF:

- It typically includes words and phrases about the future, such as *expect, believe*, *estimate*, *anticipate*, *plan*, *intend*, *predict*, *goal*, *target*, *forecast, project*, *scheduled, potential*, *strategy* and *proposed* (see examples listed below).
- It is based on a number of material assumptions, including those we have listed below, which may prove to be incorrect.
- Actual results and events may be significantly different from what we currently expect, because of the risks associated with our business. We list a number of these material risks on the next page. We recommend you also review other parts of this AIF, including the section "*Risks that can affect our business"* starting on page 93, which discuss other material risks that could cause our actual results to differ from current expectations.

Forward-looking information is designed to help you understand management's current views of our near and longer term prospects. It may not be appropriate for other purposes. We will not update or revise this forward-looking information unless we are required to do so by applicable securities laws.

Examples of forward-looking information in this AIF

- statements regarding future acquisitions of mineral properties
- our plan to retain a residual interest in any of our projects in the form of royalties, metal streams, minority interests or equity positions
- statements relating to our belief that the jurisdictions in eastern Canada in which the Company holds mineral properties are mining friendly
- statements relating to our vision and strategy
- our intention to eventually pay a dividend to our shareholders
- our intention to de-risk our material assets through exploration, drilling, calculating resource estimates, conducting economic studies and other activities;
- our intention to utilize our management team's expertise to successfully permit and construct producing mines at our material assets
- statements relating to the criteria we will use when assessing potential acquisitions
- our belief that we will continue to be able to locate and retain professionals with the necessary specialized skills and knowledge
- statements regarding our intention and ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development
- our ability to raise the capital necessary to fund our operations and the potential development of our properties
- our ability to obtain the resources to conduct exploration and development activities on our properties
- our belief that the policies and procedures implemented by our executive management team provide a safe working environment for all of our employees, consultants, contractors and stakeholders
- statements regarding shifts in gold demand
- our ability to work with the various Indigenous communities in relation to the development of our projects
- our intention to construct a low-profile, resource access road to connect the Hope Brook Project to the Burgeo Highway or Highway 480
- our intention to continue to make expenditures to ensure compliance with applicable laws and regulations
- our intentions and expectations regarding exploration at any of our mineral properties
- statements regarding potential increases in the ultimate recovery of gold and silver from our properties, including the Springpole Project
- forecasts relating to mining, development and other activities at our operations
- forecasts relating to market developments and trends in global supply and demand for gold

- future royalty and tax payments and rates
- future work on our non-material properties
- our mineral reserve and mineral resource estimates

Material risks

- exploration, development and production risks
- operational hazards
- global financial conditions
- commodity price fluctuations
- availability of capital and financing on acceptable terms
- we have no history of commercially producing metals from out mineral exploration properties
- our mineral reserve and resource estimates may not be reliable, or we may encounter unexpected or challenging geological, hydrological or mining conditions
- our exploration plans may be delayed or may not succeed
- we may not be able to obtain or maintain necessary permits or approvals from government authorities
- we may be affected by environmental, safety and regulatory risks, including increased regulatory burdens or delays
- there may be defects in, or challenges to, title to our properties
- we may lose our interest in certain projects if we fail to make certain required payments or minimum expenditures
- we may be unable to enforce our legal rights under our existing agreements, permits or licences, or may be subject to litigation or arbitration that has an adverse outcome
- we may be adversely affected by currency fluctuations, volatility in securities markets and volatility in mineral prices
- accidents or equipment breakdowns may occur
- the cyclical nature of the mining industry
- there may be changes to government regulations or policies, including tax and trade laws and policies
- we may be adversely affected by changes in foreign currency exchange rates, interest rates or tax rates
- our estimates of production, purchases, costs, decommissioning or reclamation expenses, or our tax expense estimates, may prove to be inaccurate
- we may be impacted by natural phenomena, including inclement weather, fire, flood and earthquakes
- our operations may be disrupted due to problems with our own or our customers' facilities, the unavailability of reagents or equipment, equipment failure, lack of tailings capacity, labour shortages, ground movements, transportation disruptions or accidents or other exploration and development risk
- uncertainties and substantial expenditures related to determining whether mineral resources or mineral reserves exist on a property
- future sales by existing shareholders could reduce the market price of our shares

Material assumptions

- the assumptions regarding market conditions upon which we have based our capital expenditure expectations
- the availability of additional capital and financing on acceptable terms, or at all
- our mineral reserve and resource estimates and the assumptions upon which they are based are reliable
- the success of our exploration plans
- our expectations regarding spot prices and realized prices for gold and other precious metals
- market developments and trends in global supply and demand for gold meeting expectations
- our expectations regarding tax rates and payments, foreign currency exchange rates and interest rates
- our reclamation expenses
- the geological conditions at our properties
- our ability to satisfy payment and minimum expenditure obligations in respect of certain of our properties
- our ability to comply with current and future environmental, safety and other regulatory requirements, and to obtain and maintain required regulatory approvals without undue delay
- our operations are not significantly disrupted as a result of natural disasters, governmental or political actions, litigation or arbitration proceedings, the unavailability of reagents, equipment, operating parts and supplies critical to our activities, equipment failure, labour shortages, ground movements, transportation disruptions or accidents or other exploration and development risks
- our ability to support stakeholders necessary to develop our mineral projects
- the accuracy of geological, mining and metallurgical estimates
- maintaining good relationships with the communities in which we operate

National Instrument 43-101 definitions

Canadian reporting requirements for disclosure of mineral properties are governed by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). The definitions in NI 43-101 are adopted from those given by the *Canadian Institute of Mining Metallurgy and Petroleum* ("**CIM**").

Mineral Resource	The term "mineral resource" refers to a concentration or occurrence of diamonds, natural, solid, inorganic or fossilized organic material including base and precious metals, coal and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.
Measured Mineral Resource	The term "measured mineral resource" refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drillholes that are spaced closely enough to confirm both geological and grade continuity.
Indicated Mineral Resource	The term "indicated mineral resource" refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drillholes that are spaced closely enough for geological and grade continuity to be reasonably assumed.
Inferred Mineral Resource	The term "inferred mineral resource" refers to that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drillholes.
Qualified Person	The term "qualified person" refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development, production activities and project assessment, or any combination thereof, including experience relevant to the subject matter of the project or report and is a member in good standing of a self-regulating organization.

Glossary of units

Unit	Abbreviation
centimetre(s)	cm
cubic metre(s)	m^3
day	d
degree(s)	°
foot/feet (as context requires)	ft.
gram(s)	g
grams per tonne	g/t
hectare(s)	ha
kilogram(s)	kg
kilometre(s)	km
metre(s)	m
micrometre(s)	µm
million ounces	Moz.
million tonnes	Mt
ounce(s)	oz.
ounce(s) per tonne	oz./t
parts per million	ppm
square kilometre(s)	km^2
square metre(s)	m^2
tonne(s)	t
tonnes per cubic metre	t/m^3

Glossary of elements

Element	Abbreviation
copper	Cu
gold	Au
silver	Ag

Cautionary note to US investors

Technical disclosure contained or incorporated by reference in this AIF has not been prepared in accordance with the requirements of United States securities laws and uses terms that comply with reporting standards in Canada with certain estimates prepared in accordance with NI 43-101.

NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all mineral reserve and mineral resource estimates contained in this AIF have been prepared in accordance with NI 43-101 and the CIM Classification System.

Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission ("**SEC**"), and mineral reserve and resource information contained or incorporated by reference in this AIF may not be comparable to similar information disclosed by US companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves".

Under US standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made and volumes that are not "reserves" should not be disclosed. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under SEC standards. Accordingly, mineral reserve estimates included in this AIF may not qualify as "reserves" under SEC standards. The SEC's disclosure standards normally do not permit the inclusion of information concerning "measured mineral resources", "indicated mineral resources" or "inferred mineral resources" or other descriptions of the amount of mineralization in mineral deposits that do not constitute "reserves" by US standards in documents filed with the SEC.

Our US investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. Under Canadian rules, estimated "inferred mineral resources" may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an "inferred mineral resource" exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in-place tonnage and grade without reference to unit measures. In addition, the definitions of "proven mineral reserves" and "probable mineral reserves" under reporting standards in Canada differ in certain respects from the standards of the SEC. Accordingly, information concerning mineral deposits set forth or incorporated by reference herein may not be comparable with information made public by companies that report in accordance with US standards.

About First Mining

First Mining is an emerging mineral development company with a diversified portfolio of gold projects in North America that was founded in 2015 by our Chairman, Mr. Keith Neumeyer.

Since initially listing on the TSX Venture Exchange ("**TSX-V**") in April 2015, First Mining completed eight transactions, and as a result we have assembled a large resource base of approximately 7.3 million ounces of gold in the Measured and Indicated Mineral Resource categories and approximately 3.6 million ounces of gold in the Inferred Mineral Resource category in mining friendly jurisdictions in eastern Canada.

We are publicly listed on the Toronto Stock Exchange ("**TSX**") under the trading symbol "FF", on the Frankfurt Stock Exchange under the symbol "FMG", and in the US on the OTC-QX under the trading symbol "FFMGF". Our management team has decades of experience in evaluating, exploring and developing mineral assets.

First Mining Gold Corp.
(TSX: FF; OTC-QX: FFMG; Frankfurt: FMG)

Head Office:	*Registered & Records Office*
First Mining Gold Corp.	Bennett Jones LLP
Suite 1800, Cathedral Place	Suite 2600, Oceanic Plaza
925 West Georgia Street	1066 West Hastings Street
Vancouver, BC V6C 3L2	Vancouver, BC V6E 3X1
Canada	Canada
Telephone: 604.639.8848	

Vision and strategy

We hold a portfolio of 24 mineral assets in Canada, Mexico and the United States, with a focus on gold. Our vision is to advance our material assets toward a construction decision and, ultimately, to production.

To achieve this goal, our strategy is to:

- de-risk our material assets through exploration, drilling, calculating resource estimates, conducting engineering, environmental and economic studies and other activities;
- utilize our management team's expertise to successfully permit and construct producing mines at our material assets; and
- to continue to grow our asset base by acquiring additional mineral assets.

We may acquire additional mineral assets in the future. We consider the following criteria when assessing potential acquisition targets:

- *Quality of asset* – we consider factors such as economics, grade, size and exploration potential, metallurgy and mineability (eg. strip ratio) when assessing a new mineral property.
- *Location* – we are focused on assets located in politically stable and mining friendly jurisdictions.
- *Compatibility with our existing asset base* – we consider whether a project can improve the economic or strategic value of our existing projects.
- *Availability of infrastructure* – we consider whether the project has good access to power, water, highways, ports and a labour force.
- *Holding costs* – we take into account the holding costs (eg. assessment work requirements) and annual taxes payable on the mineral claims when deciding whether to acquire a new mineral property.
- *Valuation* – until recently, our focus has been on significantly undervalued gold assets, most of which have had an enterprise value of less than US$10 per ounce of gold.

General overview of our business

We are in the exploration and development stage of our corporate development, and we do not currently own any producing properties. Consequently, we have no current operating income or cash flow from our properties, nor have we had any income from operations in the past three financial years. At this time, our operations are primarily funded by equity subscriptions.

An investment in First Mining is speculative and involves a high degree of risk due to the nature of our business and the present stage of exploration of our mineral properties. We encourage readers to carefully consider the risk factors that are set out in this AIF in the section "*Risks that can affect our business"* which starts on page 93.

Principal products

We are currently in the exploration and development stage and do not produce or sell mineral products. Our principal focus is on gold.

Specialized skills and knowledge

Our business requires individuals with specialized skills and knowledge in the areas of geology, drilling, geophysics, geochemistry, metallurgy, engineering and mineral processing, implementation of exploration programs, mining engineering, acquisitions, capital raising, accounting, and environmental compliance. In order to attract and retain personnel with such skills and knowledge, we maintain competitive remuneration and compensation packages. To date, we have been able to locate and retain such professionals in Canada and in the USA, and we believe we will be able to continue to do so.

Competitive conditions

The precious metal mineral exploration and mining industry is very competitive in all phases of exploration and development, and we compete with numerous other companies and individuals in the search for, and the acquisition of, attractive precious metal mineral properties. Our ability to acquire mineral properties depends, to a large part, on our success in exploring and developing our current properties and on our ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development.

As a result of the competitors in our industry, many of whom have greater financial resources than us, the Company may be unable to acquire attractive mineral properties in the future on terms it considers acceptable. We also compete with other companies when it comes to: (a) raising the capital necessary to fund our operations and the potential development of our properties; and (b) obtaining the resources to conduct exploration and development activities on our properties.

As a result of this competition, we may at times compete with other companies that have greater financial resources and technical facilities, and we may compete with other exploration and mining companies for the procurement of equipment and for the availability of skilled labour, which means that there may be times where we are unable to attract or retain qualified personnel. As well, we cannot assure you that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to us.

Cycles

The mining business is subject to commodity price cycles. The gold market, late in 2010, made significant gains in terms of US dollars but remained volatile throughout 2011 and suffered significant declines in 2013 and 2014. The financial markets for mining in general and mineral exploration and development in particular, continued to be weak through to 2019. If the global economy stalls and commodity prices decline as a consequence, a continuing period of lower prices could significantly affect the economic potential of many of our current properties and may result in First Mining ceasing work on, or dropping its interest in, some or all of our properties. As we do not carry on production activities, our ability to fund ongoing exploration is affected by the availability of financing (and particularly equity financing) which, in turn, is affected by the strength of the economy and other general economic factors.

In addition, our mineral exploration activities may be subject to seasonality due to adverse weather conditions at our project sites. Drilling and other exploration activities on our properties may be restricted during the winter season as a result of various weather related factors including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather related factors.

Economic dependence

Our business is dependent on the acquisition, exploration, development and operation of mineral properties. We are not dependent on any contract to sell our products or services or to purchase the major part of our requirements for goods, services or raw materials, or on any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which our business depends.

Employees

As of the date of this AIF, we have 18 full-time employees and 2 part-time employees, and we utilize consultants and contractors as needed to carry on many of our activities and, in particular, to supervise and carry out the work programs at our mineral projects.

Environmental protection

We are subject to the laws and regulations relating to environmental matters in all jurisdictions in which we operate, including provisions relating to property reclamation, discharge of hazardous materials and other matters.

We may also be held liable should environmental problems be discovered that were caused by former owners and operators of our projects. We conduct our mineral exploration activities in compliance with applicable environmental protection legislation. From a financial reporting perspective, there were no reclamation liability amounts recorded in our audited annual financial statements for the year ended December 31, 2018, given that the nature of any reclamation work in relation to our mineral properties is not material to First Mining at this time. We are also not aware of any existing environmental problems related to any of our properties that may result in material liability to First Mining.

New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementation of existing laws and regulations could have a material adverse effect on us, both financially and operationally, by potentially increasing capital and/or operating costs and delaying or preventing the development of our mineral properties.

We believe that the policies and procedures implemented by our executive management team provide a safe working environment for all of our employees, consultants, contractors and stakeholders. We recognize that safety and environmental due diligence are significant contributors to long-term sustainability of our operations and support our objective of projects being completed in a cost effective and timely manner with excellent quality control.

Bankruptcy and similar procedures

There are no bankruptcies, receivership or similar proceedings against us, nor are we aware of any such pending or threatened proceedings. We have not commenced any bankruptcy, receivership or similar proceedings during our history.

Foreign operations

We currently hold an interest in certain non-material exploration stage mineral resource properties located in Mexico and the United States. Such properties are exposed to various degrees of political, economic and other risks and uncertainties. See "*Risks that can affect our business"* starting on page 93.

2016...

January

- We completed the acquisition of Goldrush Resources Ltd. ("**Goldrush**") pursuant to a court-approved plan of arrangement.

April

- We completed our acquisition of Clifton Star Resources Inc. ("**Clifton Star**") pursuant to a court approved plan of arrangement. Under the transaction, First Mining acquired all of the shares of Clifton Star in exchange for 48,209,962 shares of First Mining. Clifton Star owned a 100% interest in the Duquesne gold project (the "**Duquesne Project**"), a 100% interest in four early-stage precious and base metals projects, and a 10% indirect interest in the Duparquet gold project (the "**Duparquet Project**"). Following the transaction, Michel Bouchard, Clifton Star's former President and CEO, joined our Board.

June

- We completed our acquisition of Cameron Gold Operations Ltd. ("**Cameron Gold**") from Chalice Gold Mines Ltd. ("**Chalice**"). In connection with the transaction, we issued 32,260,836 First Mining shares to Chalice. In addition, we issued Chalice a 1% net smelter returns ("**NSR**") royalty on certain claims within Cameron Gold's Cameron Project, and we have a right to repurchase 0.5% of the NSR royalty for $1 million.
- We completed the acquisition of Tamaka Gold Corporation ("**Tamaka**") pursuant to an amalgamation, which resulted in Tamaka becoming a wholly-owned subsidiary of First Mining. Under the transaction, former Tamaka shareholders received an aggregate of approximately 92.5 million First Mining shares. Tamaka held a 100% interest in the Goldlund gold project in Ontario. In addition, under the terms of the transaction, certain Tamaka shareholders who held in the aggregate approximately 39.6% of the outstanding Tamaka shares have deposited the First Mining shares that they received under the transaction into escrow. 5,931,658 of these escrowed First Mining shares were be released from escrow on June 17, 2017, and every six months thereafter a further 5,931,658 First Mining shares will be released from escrow, until the final escrow release on June 17, 2019.

2016...

June ***(continued)***

- Mr. Samir Patel was appointed as our new Corporate Counsel and Corporate Secretary, and Mr. Bill Tanaka joined the Company as Vice President, Technical Services.

August

- We closed a non-brokered private placement (the "**Private Placement**") of units (the "**Units**") under which we raised gross proceeds of $27 million. We issued 33,750,000 Units with each Unit consisting of one First Mining share and one-half of a common share purchase warrant to purchase a First Mining share at $1.10 for a period of three years following the closing of the Private Placement. Certain of our directors and officers subscribed for an aggregate of 1,139,659 Units in the Private Placement.

September

- We sold all of the outstanding shares of one of our Mexican subsidiaries, Minera Terra Plata S.A. de C.V. ("**Terra Plata**"), which owns the Peñasco Quemado, La Frazada and Pluton properties (the "**Mexican Silver Properties**") located in Mexico to Silver One Resources Inc. ("**Silver One**"). As consideration, we received six million common shares of Silver One, and we retained a 2.5% NSR royalty on the Mexican Silver Properties. Silver One may buy back 1.5% of this NSR royalty by paying US$1 million to us.
- Mr. Andrew Marshall was appointed as our new Chief Financial Officer.

October

- We commenced a metallurgical drill program at our Springpole Project, comprised of up to four drillholes totaling approximately 1,500 m. The intent of the program was to determine the optimal grind size and processing flow sheet so as to maximize metallurgical recoveries. The results from this metallurgical testing program were incorporated into a new Preliminary Economic Assessment ("**PEA**") for Springpole.

2017...

January

- We announced the release of an initial mineral resource estimate for our Goldlund Gold Project.
- We announced the commencement of a 27,000 m drilling campaign at our Goldlund Gold Project, focused on in-fill and resource expansion of Zone Seven (the "**2017 Goldlund Drill Program**").
- We announced the completion of our Fall 2016 drilling program at our Pickle Crow Project, which consisted of nine holes comprising approximately 1,300 m of drilling, and the completion of a metallurgical diamond drill program at our Springpole Gold Project located in northwestern Ontario.
- We announced the filing of a technical report outlining the initial resource estimate for our Goldlund Gold Project entitled "Technical Report and Resource Estimation Update on the Goldlund Project", with an effective date of September 20, 2016.

March

- We announced the release of an updated mineral resource estimate for our Cameron Gold Project.

April

- We announced the assay results from the first 12 holes of Phase 1 of the 2017 Goldlund Drill Program.

May

- We announced the second and third sets of assay results from Phase 1 of the 2017 Goldlund Drill Program.

June

- We announced the fourth set of assay results from Phase 1 of the 2017 Goldlund Drill Program.
- We announced that we had received approval from the TSX to graduate from the TSX-V to the TSX, and our common shares commenced trading on the TSX.

2017...

July

- We announced the fifth and sixth sets of assay results from Phase 1 of the 2017 Goldlund Drill Program.

September

- We announced the seventh and final set of assay results from Phase 1 of the 2017 Goldlund Drill Program. In total, Phase 1 of the 2017 Goldlund Drilling Program comprised 100 holes (24,300 m), of which 87 holes intersected intervals of significant gold mineralization.
- We announced the commencement of Phase 2 of the 2017 Goldlund Drilling Program to identify new areas of gold mineralization and to expand the overall resource base at the Goldlund property, with data from Phases 1 and 2 to be incorporated into a new mineral resource estimate for the Goldlund Project.

October

- We filed a technical report an updated PEA on our Springpole Project that was prepared by SRK Consulting (Canada) Inc. in accordance with NI 43-101. The report, which is titled "Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada" and is dated October 16, 2017, can be found under our SEDAR profile at www.sedar.com, and on our website at www.firstminnggold.com. See the section of this AIF titled "*Springpole*" for comprehensive details of the PEA.

2018...

January

- We announced a new corporate strategy to focus on advancing our existing properties to maximize shareholder value, and we changed our name to "First Mining Gold Corp." Or shares commenced trading on the TSX under the new corporate name on January 11th, and our ticker symbol remained as "FF".
- In connection with our new corporate strategy, we announced the appointment by our Board of Mr. Jeff Swinoga as the Company's new Chief Executive Officer ("**CEO**"). Mr. Swinoga succeeded Dr. Chris Osterman as CEO, and Dr. Osterman assumed the role of Chief Operating Officer of the Company to focus on the development of our projects. Mr. Patrick Donnelly remained as President of the Company.

February

- We announced assay results from Phase 2 of the 2017 Goldlund Drill Program.
- We announced that we had signed a negotiation protocol agreement (the "**Negotiation Protocol**") with the Lac Seul First Nation, the Slate Falls First Nation and the Cat Lake First Nation in Ontario (together, the "**Shared Territory Protocol Nations**"). Under the Negotiation Protocol, First Mining and the Shared Territory Protocol Nations have agreed to work together in a responsible, cooperative and productive manner in relation to the development of our Springpole Project.

March

- We announced that a Project Description for Springpole had been submitted to, and subsequently accepted by, the Canadian Environmental Assessment Agency (the "**Agency**"). The acceptance of the Project Description by the Agency initiates the screening process to determine whether a federal EA is required for Springpole.
- We announced the departure of Patrick Donnelly as First Mining's President, and the assumption of the role of President by Jeff Swinoga, with Mr. Swinoga becoming the Company's President and CEO. We also announced the appointment of Mr. Swinoga to the Board.

April

- We announced further assay results from Phase 2 of the 2017 Goldlund Drill Program.

2018...

April ***(continued)***

- We announced the successful completion of a geotechnical drilling program to investigate the lake bed sediments and bedrock along the proposed alignment of the three coffer dams that will be required for the Springpole Project, with preliminary findings that indicate that the bedrock beneath the proposed coffer dams should provide a competent foundation.
- We announced that we had entered into a voluntary agreement with the Ministry of the Environment and Climate Change in Ontario (the "**MOECC**") to complete certain requirements under the Ontario *Environmental Assessment Act* (the "**EAA**"). This marks the commencement of a Provincial Individual Environmental Assessment ("**Provincial EA**") for the Springpole Project.

May

- We announced the fourth and final set of assay results from Phase 2 of the 2017 Goldlund Drill Program.

June

- We announced the commencement of a metallurgical study on our Springpole Project by M3 Engineering and Technology Corporation ("**M3**"). The primary purpose of this metallurgical study is to determine the optimal flow sheet for Springpole. A secondary focus of the study is to attempt to improve the recovery of gold for the current Whole-Ore Carbon-in-Pulp ("**CIP**") flowsheet developed in the 2017 PEA as well as optimize recovery for the flotation flowsheet being investigated.
- We commenced a regional exploration diamond drilling campaign at the Goldlund Project (the "**2018 Goldlund Regional Drilling Program**") designed to test the extension of the known mineralized trend approximately 10 kilometres northeast of the mineralized material of the current resource area. The drilling program will focus on showings at the Miller and Eaglelund targets and will include approximately 13 holes totaling 1,850 metres. The primary objective of the program is to verify historical sampling and drilling results, outline new resources and demonstrate the potential of the northeastern section of the Goldlund land package.

2018...

June *(continued)*

- We announced that the final Environmental Impact Statement ("**EIS**") Guidelines for the Springpole Project had been issued by the Agency. The final EIS Guidelines outline federal information requirements for the preparation of the EIS and were prepared taking into consideration comments received from federal departments, the Ontario provincial ministry, Indigenous groups and the general public.

July

- We announced the commencement of permitting for the construction of a low-profile, resource access road to connect our Hope Brook gold project in southeast Newfoundland, Canada (the "**Hope Brook Project**") to the Burgeo Highway or Highway 480.

August

- We announced that we had entered into an option agreement with Gainey Capital Corp. ("**Gainey**") pursuant to which Gainey was granted a four-year option to earn a 100% interest in our Las Margaritas gold property located in Durango, Mexico (the "**Margaritas Property**") in exchange for certain annual share and/or cash payments to First Mining, and we retained a 2% NSR royalty on the Margaritas Property. Gainey may buy back 1% of this NSR royalty up until the first anniversary of commercial production at the property by paying us US$1 million.

2018...

August *(continued)*

- We announced initial fire assay results for the first 6 holes from the 2018 Goldlund Regional Drilling Program with respect to the Miller prospect.

September

- We announced final fire assay results for all 8 holes drilled at the Miller prospect and partial metallic screen fire assay results for some of these holes. In addition to drilling the Miller prospect, we completed seven diamond drillholes at the Eaglelund prospect, and one diamond drillhole at the Miles prospect for a total of 688 m drilled in the 2018 Goldlund Regional Drilling Program.

October

- We announced the departure of Jeff Swinoga as our President and Chief Executive Officer, and the appointment of David Shaw, one of our directors, as interim CEO until a permanent CEO for the Company had been identified by the Board.

December

- We announced the appointment of Daniel Wilton as the Company's new Chief Executive Officer, effective as of January 7, 2019, to replace David Shaw who had been acting as interim CEO. Dr. Shaw will continue to serve as a director of the Company.

Recent developments

2019...

January

- Daniel Wilton joined First Mining as our new Chief Executive Officer, and was appointed to the Board.

February

- We announced positive interim metallurgical test results for our Springpole Project that indicate the potential for significant increases in the ultimate recovery of both gold and silver from the project. With oversight provided by M3 in Tucson, Arizona, flotation test work completed by ALS Metallurgy in Kamloops, British Columbia achieved total recoveries of 90.6% for gold and 95.1% for silver through flotation followed by separate cyanide leaching of both concentrate and flotation tails. This represents a 13.2% increase in gold recovery and an 11.9% increase in silver recovery over the Whole-Ore CIP flowsheet presented in the 2017 PEA for Springpole.

March

- On March 27, 2019, we announced the results of an updated mineral resource estimate for Goldund, which has an effective date of March 15, 2019, and was prepared in accordance with NI 43-101 by WSP Canada Inc. ("**WSP**") of Sudbury, Ontario. A summary of the overall changes in the updated resource estimate for Goldlund are as follows:

- Indicated Resource Au oz. increased by 248,700 oz. This increase in oz. corresponds to an increase in tonnage of 3,595,900 tonnes from 9,324,100 tonnes at an average grade of 1.87 g/t Au to 12,860,000 tonnes at an average grade of 1.96 g/t Au.
- Inferred Resource Au oz. decreased by 628,400 oz., after adjusting for the proportion of Inferred Resource tonnes removed due to the upgrade of certain tonnes to the Indicated Resource category. This represents an overall reduction in tonnage of 22,533,000 tonnes from 40,895,000 tonnes at an average grade of 1.33 g/t Au to 18,362,000 tonnes at an average grade of 1.49 g/t Au.

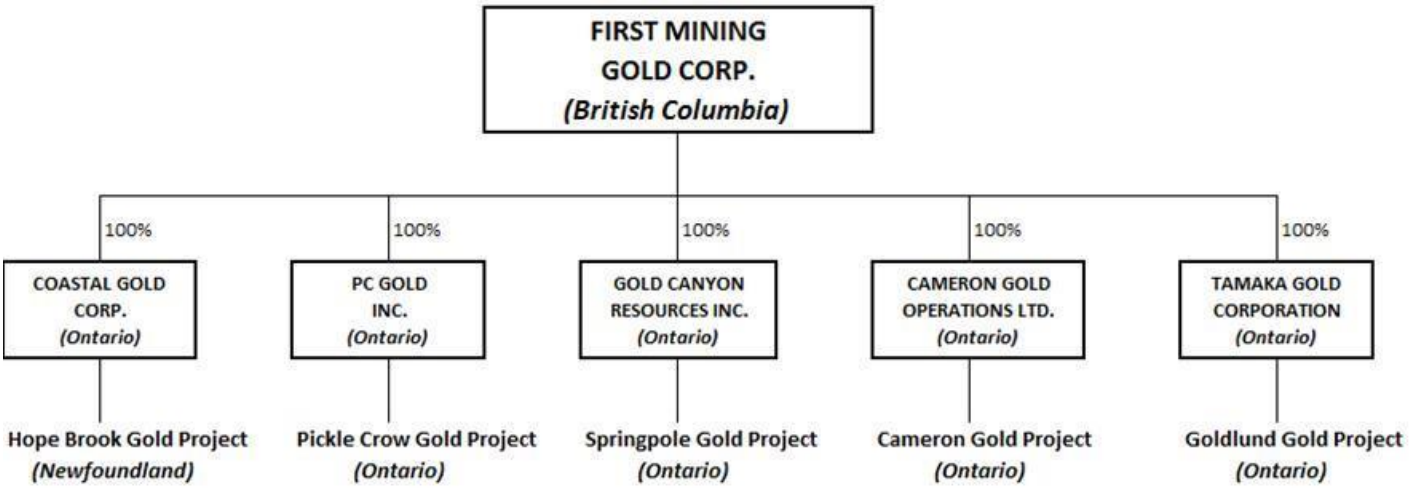
In summary, the updated mineral resource estimate for Goldlund incorporated approximately 40,000 m of incremental drilling, the bulk of which was focused on Zone 7. While the increased data density and geological understanding of the deposits resulted in increased confidence of the resource, adding 3,595,900 tonnes at an average grade of 1.96 g/t Au, it also resulted in the loss of a large number of tonnes and ounces in the Inferred Resource. Our technical team believes that the increased understanding of the deposit will assist the Company in better targeting subsequent drill programs aimed at growing the current resource body at Goldlund, which remains open along strike to both the south west and north east, in addition to at depth.

Significant acquisitions

We have not completed any significant acquisitions during our most recently completed financial year.

Corporate organization

The following diagram shows our current corporate structure and material subsidiaries, including the properties held by the various subsidiaries:



Note:

Our other subsidiaries, which each have total assets and revenues less than 10%, and in the aggregate less than 20%, of our total consolidated assets or our total consolidated revenue, are excluded from the above chart.

On March 30, 2015, First Mining was continued out of Alberta under the laws of the Province of British Columbia, Canada pursuant to the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), and as a result, First Mining is now governed by the laws of the Province of British Columbia. On January 8, 2018, we changed our name to "First Mining Gold Corp.".

We are a reporting issuer in the province of British Columbia (our principal reporting jurisdiction) and in each of the other provinces of Canada. We currently have the following material wholly-owned subsidiaries:

- Gold Canyon Resources Inc., a company incorporated under the BCBCA.
- Tamaka Gold Corporation, a company incorporated under the *Business Corporations Act* (Ontario) ("**OBCA**").
- PC Gold Inc., a company incorporated under the OBCA.
- Cameron Gold Operations Ltd., a company incorporated under the OBCA.
- Coastal Gold Corp., a company incorporated under the OBCA.

For more information:
You can find more information about First Mining on SEDAR (www.sedar.com), and on our website (www.firstmininggold.com).
See our most recent management proxy circular dated May 4, 2018 for additional information, including how our directors and officers are compensated, principal holders of our securities, and securities authorized for issuance under our equity compensation plans.
See our audited consolidated annual financial statements and management's discussion and analysis for the financial year ended December 31, 2018 for additional financial information.

Our other subsidiaries, which each have total assets and revenues less than 10%, and in the aggregate less than 20%, of our total consolidated assets or our total consolidated revenue, are excluded from the above list.

Our projects

We have interests in mineral properties located in Canada, Mexico and the United States. As at December 31, 2018, these properties were carried on our balance sheet as assets with a total book value of approximately $244 million. The book value consists of acquisition costs plus cumulative expenditures on properties for which the Company has future exploration plans. The current book value is not necessarily the same as the total cumulative expenditures on each property given the acquisition costs were based on the consideration paid at the time of purchase. The book value is also not necessarily the fair market value of the properties.

Our material and non-material projects are set out below.

Material projects

Non-material projects

Springpole

Technical report

The description in this section of our Springpole gold project (the "**Springpole Project**") is based on the project's technical report: *Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada* (issue date October 16, 2017, effective date June 6, 2017) (the "**Springpole Technical Report**"). The report was prepared for us in accordance with NI 43-101, by or under the supervision of Dr. Gilles Arseneau, Ph.D., P.Geo.; Dr. Adrian Dance, Ph.D., P.Eng.; Victor Munoz, P.Eng. M.Eng; Grant Carlson, P.Eng; Neil Winkelmann, FAusIMM; Bruce Andrew Murphy, P.Eng; Michael Royle, M.App.Sci., P.Geo.; Dr. Ewoud Maritz Rykaart, Ph.D., P.Eng.; and Mark Liskowich, P.Geo.; all qualified persons within the meaning of NI 43-101. The following description has been prepared under the supervision of Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person within the meaning of NI 43-101, but is not independent of us. All currencies used in this summary of the Springpole Technical Report are in U.S. dollars unless otherwise noted.

The conclusions, projections and estimates included in this description are subject to the qualifications, assumptions and exclusions set out in the Springpole Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the Springpole Technical Report in its entirety to fully understand the project. You can download a copy from our SEDAR profile (www.sedar.com), or from our website (www.firstmininggold.com).

Readers are cautioned that the PEA contained within the Springpole Technical Report is preliminary in nature, it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Project description, location and access

The Springpole Project lies approximately 110 km northeast of the Municipality of Red Lake in northwest Ontario, Canada. The latitude and longitude coordinates for the project are:

Latitude	N51° 23′ 44.3″
Longitude	W92° 17′ 37.4″

The Universal Transverse Mercator map projection based on the World Geodetic System 1984 (WGS84) zone 15N is:

Easting	549,183
Northing	5,693,578
Average Elevation	395 m

During late spring, summer, and early fall, the Springpole Project is accessible by floatplane direct to Springpole Lake or Birch Lake. All fuel, food, and material supplies are flown in from Red Lake or Pickle Lake, Ontario, or from Winnipeg, Manitoba, with flight distances of 110 km, 167 km, and 370 km, respectively. The closest road access at present is the landing at the old South Bay Mine on Confederation Lake, approximately 50 km away by air. During winter, an ice road approximately 85 km long is constructed from the South Bay landing point on Confederation Lake to a point about 1 km from Springpole Lake camp. During breakup in spring and freeze-up in fall, access to the Springpole Project is by helicopter.

Gold Canyon acquired ownership of five patented claims in 1993 and six unpatented mining claims and related Crown leases for surface rights in 2011. The five patented claims are fee simple parcels with mining and surface rights attached to all five claims registered with the Land Registry Office, Kenora, Ontario. A total of 300 contiguous unpatented mining claims make up the greater area of the Springpole Project and have been staked directly by Gold Canyon.

Through Gold Canyon, we lease 10 patented claims, which are fee simple parcels with mining and surface rights attached to all 10 of these claims, and these patented claims, together with the notices of lease, are registered with the Land Registry Office in Kenora, Ontario. The lease is for a term of 21 years less one day and terminates on April 14, 2031. Under the lease, we are obligated to pay all applicable property taxes related to the 10 patented claims during the lease term together with advance royalty payments on a sliding scale of $50,000 per year (2011-2016), $60,000 (2016-2021), and $80,000 (2021-2031). These payments are to be credited to future NSR payables, if any. We have an option to acquire these 10 patented claims and would be required to do so upon the commencement of commercial production on these or certain adjoining patented claims. This option term is renewable for a further period of five years by providing notice and a $25,000 payment. The consideration payable is, at our option on exercise or at the option of the leaseholder upon commencement of commercial production, either (a) $5 million with the leaseholder retaining a 1% NSR or (b) $4 million with the leaseholder retaining a 2% NSR. We have a right of first refusal on any sale of the remaining royalty interest on certain terms and conditions.

Through Gold Canyon, we also have an option and lease to a further 15 patented mining claims which are fee simple parcels with mining and surface rights attached and registered, together with the notice of option and lease, with the Land Registry Office, Kenora, Ontario. The option can be exercised by us before expiry of the earlier option period by confirmation of good standing of the agreement and payment of a $50,000 renewal fee. We are required to make option payments in the aggregate amount of $35,000 per year and to expend an aggregate of CDN$300,000 on mining operations in each option term as a condition of any renewal and to pay all property taxes related to these patented claims. We have an option to acquire the 15 claims and would be required to do so upon the commencement of commercial production at any time during the option period by payment of an aggregate of $2 million. Upon exercise of the purchase option, we must also acquire the cabin on the property for the lesser of fair market value or $20,000.

Underlying royalties which affect the Springpole Project are:

- 3% NSR on five patented claims payable to Jubilee Gold Exploration Ltd. ("**Jubilee Gold**") upon commencement of commercial production with advance royalty payments of $70,000 per year, adjusted using the yearly Consumer Price Index. We have an option to acquire 1% of the NSR for $1,000,000 at any time, and a right of first refusal on any sale of the NSR. We can terminate the royalty obligations at any time by transferring the five patented claims back to Jubilee Gold;

- 3% NSR on 10 leased patented claims payable to a leaseholder upon commencement of commercial production with advance royalty payments on a sliding scale of $50,000 per year (2011-2016), $60,000 per year (2016-2021), and $80,000 per year (2021-2031). We have a right to acquire up to 2% of the NSR for $1,000,000 per 1% at any time;

- 3% NSR on 15 patented claims (held by us pursuant to an option and lease) is payable to an optionor and leaseholder during the option term upon commencement of commercial production or a 1% NSR if the purchase option is exercised prior to commercial production. We have a right to acquire the remaining 1% NSR by a payment of $500,000; and

- 3% NSR on six unpatented mining claims payable to an individual vendor upon commencement of commercial production with advance royalty payments of $50,000 per year. We have an option to acquire all or a portion of the NSR at a rate of $500,000 per 1% of the NSR.

We are required to purchase a vacation home owned by a vendor that is located on the Springpole Project upon commencement of commercial production.

To keep an unpatented mining claim current, the mining claim holder must perform $400 per mining claim unit worth of approved assessment work per year, immediately following the initial staking date. The claim holder has two years to file one year worth of assessment work.

Surface rights are separate from mining rights. Should any method of mining be appropriate, other than those claims for which Crown leases were issued, the surface rights would need to be secured.

History

Gold exploration on the property was carried out during two main periods, one during the 1920s to 1940s, and a second period from 1985 to the present.

Between 1933 and 1936, extensive trenching and prospecting was conducted on the Springpole Project, including 10 short holes totalling 458.5 m. Limited trenching and prospecting was competed in 1945.

The area remained dormant until 1985. On the 30 patented claims line cutting was done at both 30.5 m centres and 61 m centres. Subsequently, geological mapping, humus geochemistry, and ground geophysics were conducted over the grids.

From 1986 through 1989, 118 diamond drillholes were completed in seven drill phases totalling 38,349 m. In addition, during 1986 and 1987, approximately 116,119 m^2 of mechanical stripping was carried out and four petrographic reports were produced.

From 1989 through 1992, an induced polarization survey over the central portion of the Portage zone under Springpole Lake was conducted and the Springpole Project was tested with eighteen core holes totalling 6,195 m. The majority of the drilling was conducted on the Portage zone. At the same time, a seven core hole drill program was completed around the east margins of Springpole Lake and lake-bottom sediment sampling of Springpole Lake east of Johnson Island was completed.

During 1995, an exploration program consisting of remapping of the main area, of some of the existing drill core, and a reinterpretation of the geology was carried. During the 1995 and 1996 programs, an additional 69 holes were drilled totalling 15,085 m on the Springpole Project proper and two drillholes on Johnson Island. By late 1996, Gold Canyon acquired 100% of the Springpole Project. Gold Canyon continued exploration in 1997 and 1998 with another 51 core holes totalling 5,642 m.

In the summer of 1998 a lake bottom sediment sampling program was conducted in several areas of the Springpole Project.

During 2004, 2005, and 2006, diamond drilling programs were conducted on the property by Gold Canyon.

In the fall of 2007, Gold Canyon embarked on a limited exploration program to further investigate the Fluorite zone that was previously identified.

From early August through to the end of October 2009, Gold Canyon re-logged and re-sampled a portion of the historic drill core stored at Gold Canyon's project site and temporary tent camp.

During the spring and summer of 2010, a total of 8,664.2 m of HQ core drilling was completed in 23 drillholes.

In the winter of 2010, a total of six diamond drillholes were drilled for a total of 1,774.5 m of HQ drilling.

In 2011, Gold Canyon carried out a drill program which totaled 28,750 m in 80 diamond core holes.

A 2012 drill program began in-filling the Portage zone based upon results of the 2011 drill program. The 2012 drill program totaled 38,069 m in 87 diamond core holes.

In 2013, Gold Canyon commissioned SRK Consulting (Canada) Inc. ("**SRK**") to complete a preliminary economic assessment on the Springpole Project.

On November 13, 2015, we acquired Gold Canyon, and as a result, the Springpole Project. In October 2016 we commenced a drilling program at the Springpole Project to collect additional material for metallurgical testing.

In February 2017, we announced the results of the drilling program. A total of four holes comprising 1,712 m were drilled, with hole locations specifically chosen to recover sample material that is representative of the Springpole deposit.

Geological setting, mineralization and deposit types

The Springpole Project is within the Archean-aged Birch-Uchi Greenstone Belt. Studies of the southern part of the Birch-Uchi greenstone belt have revealed a long, multistage history of crustal development. Based on mapping, lithogeochemistry, and radiometric dating, the supracrustal rocks of the greenstone belt were subdivided into three stratigraphic group-scale units (listed in decreasing age): the Balmer, Woman and Confederation assemblages. This three-part subdivision was applied to most of the Uchi Subprovince. The Confederation assemblage is thought to be a continental margin (Andean-type) arc succession, versus the less certain tectono-stratigraphic context of the other assemblages. Some relatively small conglomeratic units likely form a synorogenic, discontinuously distributed, post-Confederation assemblage in the Birch-Uchi greenstone belt.

The northern margin of the Birch-Uchi greenstone belt forms a pattern of sub-regional scale cusps of supracrustal strata alternating with batholiths. Basaltic units are prominent around the periphery of the greenstone belt and may be part of the Woman assemblage but the accuracy of this stratigraphic assignment is unknown. It is suggested that Confederation assemblage age rocks make up the bulk of the greenstone belt.

The Springpole Project is underlain by a polyphase alkali, trachyte intrusive displaying autolithic breccia. The intrusive is comprised of a system of multiple phases of trachyte that is believed to be part of the roof zone of a larger syenite intrusive; fragments displaying phaneritic textures were observed from deeper drill cores in the southeast portion of the Portage zone. Early intrusive phases consist of megacrystic feldspar phenocrysts of albite and orthoclase feldspar in an aphanitic groundmass. Successive phases show progressively finer grained porphyritic texture while the final intrusive phases are aphanitic. Within the country rocks to the north and east are trachyte and lamprophyre dikes and sills that source from the trachyte- or syenite-porphyry intrusive system.

The main intrusive complex appears to contain many of the characteristics of alkaline, porphyry style mineralization associated with diatreme breccias (e.g. Cripple Creek, Colorado). This style of mineralization is characterized by the Portage zone and portions of the East Extension zone where mineralization is hosted by diatreme breccia in aphanitic trachyte. It is suspected that the ductile shearing and brittle faulting have played a significant role in redistributing structurally controlled blocks of the mineralized rock. Diamond drilling in the winter of 2010 revealed a more complex alteration with broader, intense zones of potassic alteration replacing the original rock mass with biotite and pyrite. In the core area of the deposit where fine grained disseminated gold mineralization occurs with biotite, the primary potassic alteration mineral, gold displays a good correlation with potassium/rubidium.

Exploration

No on-going exploration activity is currently underway at the Springpole Project, however, we did drill four representative holes in 2016 to provide material for additional metallurgical testing, the results of which are discussed under the heading “Mineral processing and metallurgical testing”.

Drilling

During the winters of 2007 and 2008 Gold Canyon conducted drill programs that completed 21 holes totalling 3,159 m, 11 holes totalling 2,122 m, and 7 holes totalling 2,452 m of diamond core drilling, respectively.

During the winter of 2010, a total of six diamond drillholes were drilled for a total of 1,774.5 m of HQ drilling. Two drillholes were not completed and both holes ended in altered and mineralized rock. The drill program revealed a more complex alteration with broader, intense zones of potassic alteration replacing the original rock mass with biotite and pyrite. During the summer and fall of 2010, a total of 8,664.2 m of HQ core drilling was completed in 23 drillholes, averaging 44.23 m of drilling per 24-hour shift, including time for moving the drill between drill sites.

The 2011 drill program totaled 28,750 m in 80 diamond core holes. Five of the diamond core holes were drilled for the purpose of metallurgical testing. All these holes were twins of previously drilled holes.

The 2012 drill program began in-filling the Portage zone based upon results of the 2011 drill program. The goal was to in-fill areas where inferred mineral resource had been defined in the February 2012 mineral resource update and to expand the mineral resource area to the southeast. The 2012 drill program totaled 38,069 m in 87 diamond core holes.

The 2013 oriented-core drill program was implemented to collect rock geotechnical data within the immediate vicinity of the proposed open pit. Approximately 2,450 m of drilling was completed on 7 drillholes (SG13-200 to SG13-206).

We implemented the 2016 drill program to collect additional material from the Portage Zone so that additional metallurgical testing could be carried out. In total, 1,712 m were drilled in the four holes (PM-DH-01 to 04). Results of the metallurgical test results are discussed under the heading “Mineral processing and metallurgical testing”.

Sampling, analysis and data verification

Detailed descriptions of the drill core were carried out under the supervision of a senior geologist, a member in good standing of the Association of Professional Geologists of Ontario and American Institute of Professional Geologists. The core logging was carried out on-site in a dedicated core logging facility. Drill log data were recorded onto paper logs that were later scanned and digitized.

Core was laid out 30 to 40 boxes at a time. First, the core was photographed in 15 m batches prior to logging or sampling. This was followed by a geotechnical log that recorded quantitative and qualitative engineering data including detailed recovery data and rock quality designation. Any discrepancies between marker blocks and measured core length were addressed and resolved at this stage. The core was then marked up for sampling.

For the 2010 and 2011 drill programs, all the drill core intervals were sampled using sample intervals of 1 m. During the 2012 drilling program, Gold Canyon changed its standard sample length from 1 to 2 m lengths. However, in zones of poor recovery, 1.5 m or 3 m samples were sometimes collected. Samples over the standard sample length were typically half core samples and whole core was generally only taken in intervals of poor core recovery across the sampled interval. Sampling marks were made on the core and sample tickets were stapled into the core boxes at the beginning of each sample interval. Quality control samples were inserted into the sample stream.

Inserting quality control samples involved the addition of certified blanks, certified gold standards, and field and laboratory duplicates. Field duplicates were collected by quartering the core in the sampling facility on-site. Laboratory duplicates were collected by splitting the first coarse reject and crushing and then generating a second analytical pulp. Blank, standards and duplicates made up 10% of the total sample stream. Sample tickets were marked blank, field or laboratory duplicate, or standard, and a sample tag was stapled into the core box within the sample stream.

Geological descriptions were recorded for all core recovered. Separate columns in the log allow description of the lithology, alteration style, intensity of alteration, relative degree of alteration, sulphide percentage, rock colour, vein type, and veining density. A separate column was reserved for written notes on lithology, mineralization, structure, vein orientations/relations etc. The header page listed the hole number, collar coordinates, final depth, start/end dates, and the name of the core logging geologist.

Following the logging and core marking procedures described above, the core was passed to the sampling facility. Core sampling was performed by experienced sampling technicians from Ackewance Exploration & Services ("**Ackewance**") of Red Lake, Ontario, and quality control was maintained through regular verification by on-site geologists. Core was broken, as necessary, into manageable lengths. Pieces were removed from the box without disturbing the sample tags, were cut in half lengthwise with a diamond saw, and then both halves were carefully repositioned in the box. When a complete hole was processed in this manner, one half was collected for assay while the other half remained in the core box as a witness. The remaining core in the boxes was then photographed at 51 cm (20 inch) intervals. All logs and photographs were then submitted to the senior geologist/project manager for review and were archived. Data were backed up.

The sampling technician packed one half of the split core sample intervals into transparent vinyl sample bags that were sequentially numbered to match the sample number sequences in the sample tag booklets used by the core-logging geologists. The numbered, blank portion of the triplicate sample tag was placed in the bag with the sample; the portion that was marked with the sample interval remained stapled into the bottom of the core box at the point where the sample interval begins. Sample bags were then sealed with plastic tags. Sealed sample bags were packed into rice sacks five samples at a time. All sacks were individually labeled with the name of the company, number of samples contained therein, and the number sequence of the samples therein. Sacks were assigned sequential numbers on a per shipment basis. A project geologist then checked the sample shipment and created a shipping manifest for the sample batch. A copy was given to the project manager and a copy was sent along with the sample shipment. A copy of the sample shipment form was also sent via e-mail to the analytical laboratory.

The project geologist prepared the sample submission form for the assay laboratory. This form identifies the number of sample sacks as well as the sequence of sample numbers to be submitted. Due to the remote location, the shipment was then loaded on to a plane or helicopter and flown direct to Red Lake where representatives of the commercial analytical laboratory met the incoming flight and took the samples to the laboratory by pickup truck.

Once at the laboratory, a manager checked the rice sacks and sample numbers on the submission form. The laboratory then split the received sample manifest into batches for analysis, assigned a work order to the batch, and sent a copy of the mineral analysis acknowledgement form to the project manager.

Aluminum tags embossed with the hole number, box number, and box interval (from/to) were prepared and stapled onto the ends of each core box. Core boxes were cross-stacked on pallets and then moved to on-site storage.

Core samples collected at the drill site were held in closed core boxes sealed with fiber tape; at various times of day, camp staff collected the core boxes that were then delivered to the core logging facility. All core logging, sampling and storage took place at the Springpole Project site. Following the logging and marking of core, all core preparation and sampling was performed by technicians from Ackewance of Red Lake, Ontario, under the supervision of the project manager. All on-site sampling activities were directly supervised by the project manager.

All primary assay work since the 2010 drill program has been performed by SGS Laboratories in Red Lake (gold), Ontario and Don Mills (silver and multi-element) in Toronto, Ontario. The SGS Red Lake and Don Mills facilities are certified and conform to requirements CAN-P-1579 and CAN-P-4E (ISO/IEC 17025:2005). Certification is accredited for precious metals including gold and silver and 52 element geochemical analyses.

We have attested that there is no commercial nor other type of relationship between us and SGS Laboratories that would adversely affect the independence of SGS Laboratories.

All samples received by SGS Red Lake were processed through a sample tracking system that is an integral part of their laboratory information management system. This system utilizes bar coding and scanning technology that provides complete chain of custody records for every stage in the sample preparation and analytical process.

Samples were dried, and then crushed to 70% of the sample passing 2 mm (-70 mesh). A 250 g sample was split off the crushed material, and pulverized to 85% passing 75 micron (-200 mesh). A 30 g split of the pulp was used for gold fire assay and a 2 g split was used for silver analysis. Crushing and pulverizing equipment was cleaned with barren wash material between sample preparation batches and, where necessary, between highly mineralized samples. Sample preparation stations were also equipped with dust extraction systems to reduce the risk of sample contamination. Once the gold assay was complete, a pulp was sent to the SGS Toronto facility for silver and possibly for multi-element geochemical analysis.

As part of the standard internal quality control procedures used by the laboratory, each batch of 75 Springpole Project core samples included four blanks, four internal standards, and eight duplicate samples. In the event that any reference material or duplicate result would fall outside the established control limits, the sample batches would be re-assayed.

Pulps and rejects of the samples were stored by SGS at its Red Lake facility at the request of Gold Canyon.

Prepared samples were analyzed for gold by fire assay with atomic absorption finish. Samples returning assays in excess of 10g/t gold were re-analyzed with a gravimetric finish.

Prepared pulp samples shipped from SGS Red Lake to SGS Toronto were analyzed for silver by three-acid digestion with atomic absorption finish.

During the winter 2010 program, prepared samples were analyzed for 52 elements by acid digestion (3:1 HCl: HNO_3).

Of the 18 drillholes completed in 2007 and 2008, comprising a total of 1,374 assay intervals analyzed for gold, SRK, who prepared the Springpole Technical Report, checked a total of 137 samples representing 10% of the total against the original certificates. No errors were found.

A total of 3,135 assay values for gold and 3,161 assay values for silver in the database were compared against the original protected PDF assay certificates submitted by SGS Red Lake. These totals represent 10.1% and 10.4% of the total number of assays for gold and silver, respectively.

Of the original assay values checked against certificates, the focus was on values material to any resource estimate, either higher-grade intervals or very low grade intervals in proximity to higher-grade intervals. The average grade of gold samples verified was 2.05 g/t Au. The average grade of silver samples checked was 8.27 g/t Ag.

Only two errors were found for gold:

- The gold value of sample interval SP10-028 from 433 m to 436 m (sample number 8287) was found to have an entered value of 5.96 g/t gold against a value on the assay certificate of 9.00 g/t gold.
- The gold value of sample interval SP11-076 from 69 to 70 m (sample number 14583) having the value of 0.45 oz./t was incorrectly placed in the parts per billion column.

No errors were found with respect to silver assays.

This represents an error rate of 0.064% in gold assays and an error rate of 0.0% in silver assays. This error rate is well within acceptable industry standards.

As part of the mineral resource estimation process, the author of the Springpole Technical Report reviewed the QA/QC data collected by Gold Canyon, reviewed the procedures in place to assure assay data quality, and verified the assay database against original assay certificates provided directly to the author by SGS Red Lake, the assay laboratory. A total of 53,431 gold assays, 46% of the assay data, were checked against original assay certificates. No significant database errors were identified. About 143 minor rounding errors were observed. None of the rounding errors are deemed material or of any significance to the mineral resource estimate presented in this report.

Mineral processing and metallurgical testing

Over the period from 1989 to 2013, three testwork campaigns were completed on samples of Springpole mineralised material by SGS Lakefield in Ontario and SGS Mineral Services in Vancouver, Canada. Since 2013, one testwork program has been completed by Base Metallurgical Laboratories Ltd. in 2017 to further investigate the option of flotation followed by concentrate leaching. A Master composite was prepared from the drillcore intervals and tested for both rougher flotation as well as whole feed leaching at grind P80 sizes down to 20µm. Additional comminution tests were conducted along with an estimate of the fine grind power requirements based on a Levin test and Eliason test (small mass, IsaMill signature plot). As a second phase, five samples were prepared at a range of head grades from 1.0 g/t to 7.0 g/t to investigate the effect of head grade on leach extraction.

The metallurgical testwork programs conducted to date suggest the Portage zone to be quite consistent in its properties, with fine-grained gold particles associated mainly with petzite.

SRK, the author of the Springpole Technical Report recommends that additional testwork be undertaken to confirm whether cyanide detoxification can be completed successfully and within normal reagent cost levels and that thickening and filtering characteristics should be confirmed to increase confidence in the estimation of dewatering costs. SRK is of the opinion that further variability testing is warranted to confirm the expected grinding power requirements as well as cyanide consumption and that opportunities exist to recover some of the cyanide in the leach tailings rather than destroy it prior to being pumped to the tailings management facility.

Mineral resource estimates

The mineral resource model for the Springpole Project considers 644 core boreholes drilled by Gold Canyon and previous owners of the property during the period of 2003 to 2014 and four holes drilled by us in 2016.

The revised mineral resource estimate (March 17, 2017) was based on a gold price of $1,400/oz. and a silver price of $15/oz., both considered reasonable economic assumptions by the author of the Springpole Technical Report. To establish a reasonable prospect of economic extraction in an open pit context, the resources were defined within an optimized pit shell with pit walls set at 45°. Assumed recoveries of 80% for gold and 60% for silver were used (Note: A silver recovery assumption of 85% was used for mine design and evaluation based on more recent data). Mining costs were estimated at $2/t of total material, processing costs estimated at $12/t and general and administrative ("**G&A**") costs estimated at $2/t. A cut-off grade ("**COG**") of 0.4 g/t gold was calculated, and is considered to be an economically reasonable value corresponding with breakeven mining costs. Approximately 90% of the revenue for the proposed project is derived from gold and 10% from silver.

Note: For the mine development (Whittle™ optimization) and economic analysis in the Springpole Technical Report, updated input parameters were used.

Mineral resources were estimated by ordinary kriging using Gemcom block modelling software in 10 m x 10 m x 6 m blocks. Grade estimates were based on capped, 3 m composited assay data.

Capping levels were set at 25 g/t for gold and 200 g/t for silver. Blocks were classified as indicated mineral resources if at least two drillholes and six composites were found within a 60 m x 60 m x 40 m search ellipse. All other interpolated blocks were classified as inferred mineral resource. Mineral resources were then validated using Gemcom GEMS (6.7) software.

This resource model includes mineralized material in the Main, East Extension and Portage zones spanning from geologic sections 0-1, 500 m in the northwest to 0-250 m in the southeast. Along the axis of the Portage zone, resource modelling includes mineralized material generally ranging from the surface to a depth of 340-440 m below surface.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resources would be converted into mineral reserves. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature. There has been insufficient exploration to define these inferred mineral resources as an indicated or measured mineral resource but the author of the Springpole Technical Report is of the opinion that with additional drilling, the majority of the inferred mineral resources could be upgraded to indicated mineral resources.

The updated resource estimate is summarized in the table below.

Category	Quantity	Grade		Metal	
		Au	Ag	Au	Ag
	(Mt)	(g/t)	(g/t)	(Moz.)	(Moz.)
Open Pit**					
Indicated	139.1	1.04	5.4	4.67	24.19
Inferred	11.4	0.63	3.1	0.23	1.12

Source: Springpole Project, Northwestern Ontario, SRK Consulting, March 17, 2017.

**Mineral resources are reported in relation to a conceptual pit shell. Mineral resources are not mineral reserves and do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate. All composites have been capped where appropriate.*

***Open pit mineral resources are reported at a cut-off grade of 0.4 g/t gold. Cut-off grades are based on a gold price of $1,400/oz. and a gold processing recovery of 80% and a silver price of $15/oz. and a silver processing recovery of 60%.*

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred mineral resources as an indicated or measured mineral resource, and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. SRK, the author of the Springpole Technical Report, is of the opinion that further attempts to convert the remaining inferred material to indicated would be of questionable value. The current proportion of the resource classified as inferred is 7.6% of total tonnes and 4.7% of contained gold.

Mining Operations

The mine development plan for the Springpole Project contemplates open pit mining with a mine plan to mine a total of 151 Mt of mineralised material (139 Mt of processing plant feed) and 319 Mt of waste (2.1:1 overall strip ratio mined and 2.4:1 strip ratio for material processed) over a twelve-year mine production life, including stockpile reclamation. The current life of mine ("**LOM**") plan focuses on achieving steady plant feed production rates, and mining of higher grade material early in schedule, as well as balancing grade and strip ratios. An elevated cut-off grade is applied throughout the mine life. Low grade mineralised material is stockpiled and processed at the end of mining.

The LOM production schedule is shown in the table below. The open pit mining operation is planned as an owner-operated scenario.

Proposed LOM Production Schedule

Item	Units	Total	Years											
			1	2	3	4	5	6	7	8	9	10	11	12
Mineralised Material Mined	kt	151,408	7,796	16,593	16,705	16,721	16,388	16,416	18,703	16,543	14,984	9,583	976	0
Au Mined Grade	g/t	1.10	1.20	1.06	1.22	1.22	1.42	1.22	0.82	0.95	0.98	0.91	0.94	0.00
Ag Mined Grade	g/t	5.77	2.16	4.54	5.74	6.47	7.41	6.15	5.01	6.46	6.81	4.90	5.01	0.00
Contained Au	koz	5,355	301	566	655	658	750	643	495	504	473	280	29	0
Contained Ag	koz	28,066	540	2,422	3,081	3,477	3,904	3,247	3,012	3,436	3,280	1,508	157	0
Waste Mined	kt	319,002	57,204	48,407	48,295	48,279	43,612	43,584	20,758	6,414	2,090	324	36	0
Strip Ratio	w:o	2.1	7.3	2.9	2.9	2.9	2.7	2.7	1.1	0.4	0.1	0.0	0.0	0.0
Total Material Mined	kt	470,411	65,000	65,000	65,000	65,000	60,000	60,000	39,462	22,956	17,074	9,907	1,012	0
Stockpiled Mineralised Material	kt	31,435	1,797	3,458	3,566	3,591	3,250	4,069	5,563	3,403	1,844	825	68	0
Stockpile Reclaim	kt	18,555	0	0	0	0	0	0	0	0	0	4,382	12,232	1,940
Mill Feed	kt	138,528	5,999	13,135	13,139	13,130	13,138	12,347	13,140	13,140	13,140	13,140	13,140	1,940
Au Grade	g/t	1.00	1.20	1.06	1.22	1.22	1.42	1.22	0.82	0.95	0.98	0.73	0.42	0.38
Ag Grade	g/t	5.28	2.16	4.54	5.74	6.47	7.41	6.15	5.01	6.46	6.81	3.94	2.22	2.02

The proposed overall site layout for the Springpole Project includes an open pit, waste rock facilities, plant site and tailings management facility locations. Much of the planned open pit lies beneath northern embayment of Springpole Lake. The mine plan requires that this embayment be dammed and dewatered, prior to mining commencement. The proposed dammed portion of Springpole Lake is proportiately small and totals 152 Ha representing 6.1% of the total surface area of the lake.

The mine design process for the deposit commenced with the development of Whittle optimization input parameters. These parameters included estimates of metal price, mining dilution, process recovery, offsite costs, geotechnical constraints (slope angles) and royalties.

Processing and Recovery Operations

The Springpole Technical Report envisages a 36,000 t/d process plant treating moderate hardness (BWi of 12 kWh/t to 14 kWh/t) material averaging 1 g/t gold and 6 g/t silver. Testwork determined that a moderate grind P80 size of 70 µm should achieve 80% gold extraction through whole-ore cyanide leaching for at least 24 hours (design of 36 hours). Gravity recovery was considered optional under the Springpole Technical Report, as only higher grade feed would benefit from including this circuit.

Based on the testwork results in 2012/2013 and in 2017, the Portage zone material is very consistent in grade and leaching characteristics. There does not appear to be much requirement for metallurgical domaining or characterisation of different areas of the Portage zone. The minor East Extension, Camp and Main zones are different in their gold mineralogy and have been evaluated in the 2012/2013 metallurgical testwork programs.

Infrastructure, Permitting and Compliance Activities

There is no existing infrastructure within 50 km of the Springpole Project area. The primary access point for the Springpole Project will likely be a two lane access corridor road. SRK is of the view that, based on a cursory review of the alignment using low resolution topographical mapping, it is anticipated that only basic cut/fill techniques will be required to construct the road. The unpaved road surface will require ongoing maintenance consisting of re-grading and topdressing the running surface to reduce the wear on the haul truck and heavy equipment tires. Topdressing will be sourced from the local borrow sources used during construction.

There are four 7 m wide single lane access roads located throughout the Springpole Project area. All single lane access roads will be constructed using conventional cut and fill techniques prior to the placing of an approximately 0.5 m thick compacted sub-base layer sourced from locally developed and approved borrow sources. Routine surface water management along all roads will be achieved by ensuring the roads are graded with a crown. Eleven locations along the access corridor road will have corrugate steel culverts installed to allow surface water to pass while no culverts have been identified for the single lane access roads.

Two major stream crossings will be required along the access corridor road. An arched culvert will be constructed at the Deaddog Stream Crossing while a pre-fabricated bridge will be constructed at the Birch River Crossing.

Surface infrastructure earthworks will also use conventional cut and fill techniques to provide suitably graded areas to place the buildings and allow for surface drainage. The buildings will be of modular design or consist of fully contained prefabricated components. These structures will require minimal on-site construction, plumbing, and electrical work.

Substantial storage of fuel will not be required on-site due to the easy access to the nearby highway. Some fuel storage will be required for the mine, haul, and light vehicle fleets, as well as for the heavy equipment and production of ammonium nitrate/fuel oil, a bulk explosive. It has been assumed that a 5 ML fuel tank farm, within a suitably-sized bund, is to be constructed at the mine site. The Fuel Tank Farm should be located on a blasted bedrock foundation. Compacted engineered backfill will be used to bring the foundation up to the appropriate grades and provide suitable bedding material for the lined containment facility, as well as be used for pedestal supports for the fuel tanks.

A 60 km long by 23 m wide right-of-way will be cleared, grubbed and prepared for the installation of a 115 kV wood pole transmission line using 636,000 mils conductor. The right-of-way will start from Highway 105 near Ear Falls and travel a further 90 km alongside the existing Hydro One corridor overland where it will connect to and follow the access corridor road to the project site.

The potential impacts the project may have on Springpole and/or Birch Lake are considered to be the more environmentally and socially sensitive components of the project. We are cognizant of these sensitivities and have taken steps to design the project with these sensitivities in mind. To that end, the project is designed to avoid direct interaction with the Birch Lake watershed, and all baseline studies carried out to date are structured to identify areas of risk so they can be protected to minimize impact during the development and operation of the project or totally avoided.

The proposed project will need to be screened under the Canadian Environmental Assessment Act 2012 ("**CEAA**"). The requirement of a federal Environmental Assessment ("**EA**") will become clearer once consultations with CEAA administrators for the development of a project description are completed; however, it is expected that a federal assessment of the proposed project will be required given the project's potential impacts on fish, fish habitat, and other aquatic species. At the provincial level, it is anticipated the project will require multiple Class EAs or individual EAs to develop the mining project.

The management of the mine waste (tailings and waste rock) also represents a longer term environmental concern. The tailings management facility and waste rock repository will likely assimilate fish bearing ponds and doing so will likely involve additional fish habitat compensation. The next phase of engineering for the Springpole Project will further evaluate alternative mine waste management areas to avoid impacting water bodies. The environmental risks associated with tailings and waste rock management following operations will be addressed as part of the project's detailed closure plan.

All potential environmental impacts associated with the Springpole Project can be mitigated through the implementation of accepted engineering practices currently employed throughout Canada's mining industry. A detailed monitoring plan will also be developed to ensure environmental compliance of all components of the mine throughout its construction, operation, closure, and post-closure activities.

We comply with permit, notice and consultation requirements as they relate to the on-going exploration work on the Springpole Project. Legislation that requires material permits and notices include the provincial *Mining Act*, *Public Lands Act*, *Lakes and Rivers Improvement Act*, Ontario *Water Resources Act*, as well as the federal *Fisheries Act*.

To date, no formal memorandum of understanding agreements have been signed with local First Nations.

Capital and Operating Costs

Project costs in the Springpole Technical Report were estimated from a combination of sources including first principles, reference projects, vendor's quotes, cost service publications and SRK experience. Costs were considered from the commencement of production forward. Costs incurred prior to this date were considered as "sunk" for the purposes of economic assessment.

The capital cost estimate for the project is shown in the table below at a total of $723M. Contingency of 10% was included for mine capital costs and 13.5% for process plant while a 40% contingency of direct capital cost estimates was used for the tailings management facility and other infrastructure. Engineering, procurement, construction and management costs are contained within the underlying estimates. Property acquisition costs are not included in the capital estimate.

Capital Cost Estimates

Item	$M
Preconstruction Owners Costs	7
Initial Capital	579
Sustaining Capital	117
Mine Closure	20
***Total Capital Costs**	723

****Including 10% contingency on mine, 13.5% on process plant, and 40% infrastructure capital including tailings facility.*

A summary of the operating cost estimate by SRK is shown in the table below. The OP mining operating cost assumes owner-operated mining including technical/supervisory support staff. Diesel fuel was estimated to cost $0.78/L and power was estimated to cost $0.08/kWh.

Operating Cost Estimates

Activity	LOM ($M)	Per Tonne of Mill Feed ($)	Per Ounce of AuEq* ($)
Mining including stockpile re-handle	733	5.29	190.00
Processing	1,038	7.49	268.87
Water Management	2	0.01	0.44
Tailings Handling	202	1.47	52.41
G&A	247	1.78	63.90
Total Operating Cost	**2,221**	**16.04**	**575.62**
Treatment and Refining Charges	18	N/A	4.61
Royalty Per Ounce @3%	150	N/A	38.86
Total Cash Costs including Royalty and TCRC	**2,389**	N/A	**619.09**

****Troy Ounce of AuEq = total revenue from precious metals divided by gold price per ounce*

The economic analysis that forms part of this summary of the Springpole Technical Report is intended to provide an initial review of the Springpole Project's potential and is preliminary in nature. The economic analysis includes consideration of inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment based on these mineral resources will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The base case economic analysis results indicate an after-tax net present value of $792M at a 5% discount rate with an IRR of 26.2%. Payback will be in early year four of production in a projected twelve-year LOM. The economics are based on a base case of $1,300/oz long-term gold price, $20/oz long-term silver price, and production rate of 36,000 t/d over 365 d/yr. Direct operating costs are estimated to be $619/oz of AuEq. Total capital costs are estimated at $723M, consisting of initial capital costs of $586M, ongoing sustaining capital of $117M and mine closure costs estimated at $20M.

Exploration, Development and Production

There is no on-going exploration taking place on the Springpole Project at this time.

Goldlund

Technical report

The description in this section of our Goldlund gold project (the "**Goldlund Project**") is based on the project's technical report: *Technical Report and Resource Estimation Update, Goldlund Gold Project Sioux Lookout, ON* (issue date April 1, 2019, effective date March 15, 2019) (the "**Goldlund Technical Report**"). The report was prepared for us in accordance with NI 43-101, by or under the supervision of Todd McCracken, P.Geo., a qualified person within the meaning of NI 43-101. The following description has been prepared under the supervision of Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person within the meaning of NI 43-101, but is not independent of us.

The conclusions, projections and estimates included in this description are subject to the qualifications, assumptions and exclusions set out in the Goldlund Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the Goldlund Technical Report in its entirety to fully understand the project. You can download a copy from our SEDAR profile (www.sedar.com), or from our website (www.firstmininggold.com).

Project description, location and access

The Goldlund Project is situated within a land package of approximately 280 km^2 referred to as the Goldlund Property (the "**Goldlund Property**"). The Goldlund Property has a strike-length of over 50 km in the Wabigoon Subprovince. The Goldlund Project is an Archean lode-gold project located in northwestern Ontario, approximately 60 km northeast from Dryden by road and stretches over several townships of the Patricia Mining and Kenora Mining Divisions of northwestern Ontario. The Goldlund Property is centered at 49.900203 north latitude and 92.341103 west longitude (545800E, 5527400N NAD 83 Zone 15) NTS 52F/16.

Access to the Goldlund Property is by Ontario Provincial Highway 72, approximately 60 km from Dryden, or approximately 45 km southwest of Sioux Lookout. A private all-weather gravel road leads from this point to the Goldlund Property. The road into the Goldlund Property would require upgrading to sustain any form of mining operations, but is accessible by two-wheel drive vehicle for exploration. Regularly scheduled passenger air service and charter flights are available to the towns of Dryden and Sioux Lookout.

We have full surface rights on the 27 patents and 1 mining lease (the "**Mining Lease**"). The *Ontario Mining Act* (2010) grants surface access to a mineral claim without owning the surface rights, with proper consultation with stakeholders in the area. All claims and patents are registered to Goldlund Resources Inc., a wholly-owned subsidiary of Tamaka (which, itself, is a wholly-owned subsidiary of First Mining).

Underlying royalties which affect the Goldlund Property are:

- 1% NSR payable to an arm's length vendor for 36 claims totalling 576 ha;
- 1% NSR payable to Goldlund Mines Limited on any ore mined above 50 m below the existing shaft collar for 6 patented claims and 3 patented claim covered by the Mining Lease. We have a right of first refusal in the event the holder wishes to dispose of its interest in the NSR;

- 2.5% NSR payable to Rio Algom Limited for 21 patented claims. We have the right to purchase the NSR in its entirety for $2,500,000 and a right of first of refusal in the event that Rio wishes to sell the NSR.
- 2% NSR payable to 1074127 Ontario Limited in accordance with industry practice on the sale of all minerals from the property for 13 mining claims. We have right to purchase 100% of the NSR at any time for $1,500,000 and a right of first refusal in the event that the holder wishes to sell the NSR.

The Goldlund Project has two historic shafts that have been capped, an underground portal that has been blocked, a small open pit that is partially flooded, a waste rock stockpile, a mineralized material stockpile, a building housing the original mill on the Goldlund Property, and small tailing containment facility. All have been overgrown with vegetation.

All permits and licenses to conduct exploration work in the Goldlund Project are in place.

History

Exploration of the Goldlund Property dates back to the 1940s. From the late 1940s up until 1988, intermittent exploration was carried out by various companies mainly on five gold bearing zones. Past work included shaft sinking, driving a ramp, and underground development, including drifting and crosscuts on four levels.

There was a major period of exploration in the area from 1946 to 1952, in response to the discovery of gold mineralization in the southeastern part of Echo Township. The historic Newlund and Windward gold deposits were discovered during this period.

The Newlund prospect saw extensive underground exploration (4,570 m of drifts and crosscuts, 6,220 m of diamond drilling) through five levels, via a 255 m deep shaft. The first level (200 ft.) of the Newlund/Goldlund workings extends for over 3.2 km, connecting on the west with the 68 m shaft of the Windward prospect, crossing the entire Windward claim block.

Virtually no work was carried out on the Echo Township gold prospects from 1952 to 1973. In 1974, most of the surface facilities were rehabilitated and re-sampled portions of the first and second levels. In total, some 151,000 ft. (approximately 46,000 m) of surface drilling has been completed in 506 holes, and more than 60,000 ft. (approximately 18,300 m) of underground drilling has been completed in 466 holes.

From mid-1982 to early 1985, an underground mine and an open pit mine was operated on the Goldlund Property and processed material through the mill at the site. Production records have been compiled that show underground mine production of approximately 100,000 tons (approximately 90,700 t) at an estimated grade of 0.15 oz./ st (approximately 4.23 g/t) gold together with open pit production of approximately 43,000 st (approximately 39,000 t), at an estimated grade of 0.17 oz./ st (approximately 4.80 g/t) gold. Plant records show that some 132,000 st (approximately 119,750 t) were processed, with 18,000 oz. of recovered gold.

Geological setting, mineralization and deposit types

Regional geology

The Goldlund Property is situated within a northeasterly-projecting arm of the Wabigoon Subprovince extending from Wabigoon Lake to Sioux Lookout. The area is underlain by sedimentary and volcanic rocks, numerous intermediate to mafic sub-volcanic intrusive sheets, and intruded by several granitoid stocks. The stratigraphic assemblage has been subdivided into five principal rock groups:

- Northern Volcanic Belt;
- Northern Sedimentary Group;
- Central Volcanic Belt;
- Southern Sedimentary Group; and
- Southern Volcanic Belt.

The area has been affected by multiple deformational events resulting in a predominately northeasterly structural fabric. Gold exploration dates back to at least the 1940s with the majority of occurrences located in the Central and Southern Volcanic Belts.

The area is comprised of meta-volcanic and meta-sedimentary rocks intruded by several granitoid stocks and many smaller porphyritic and non-porphyritic bodies. The area has been subjected to at least four phases of deformation resulting in a predominantly northeasterly-striking structural grain. Regional and more important local alteration occurred in two pulses; one preceding the earliest deformation and one coinciding with the late deformation. Quartz veining, gold mineralization, and related alteration are related to the later alteration event.

Project geology

A 3 km wide belt of Precambrian basaltic volcanic rocks strikes northeast across the Goldlund Project. This basaltic formation is bound by Precambrian sediments to the north and to the south, with a wedge of felsic volcanics that occurs between the basalt and sediments to the south of the basalt.

A suite of Leucotonolite to diorite sills (“granodiorite” in mine terminology) have intruded near the contact between the tuffs to the south and the spherulitic lavas to the north. These strata-parallel sills dip from vertical to -80° southward and range from 14 m to 60 m in thickness. A subsidiary suite of sills intrude narrow tuff beds in spherulitic basalt lavas. These strata-parallel intrusions are known to extend northeastward well beyond the Goldlund Project and south-westward beyond Crossecho Lake where they re-appear just south of Troutfly Lake. It has been postulated that this series of intrusions may occur intermittently over a strike-length of 15 km.

Mineralization

The gold mineralization occurs concentrated in quartz filled cross fractures that strike 010° to 015° and dip northwest at -40° to -75°. Historically it is reported that these gold bearing fractures occur concentrated in zones that extend intermittently at intervals of 200 m to 300 m along the 1.6 km length of the underground workings that has been explored to a vertical depth of 150 m to 200 m on the former Windfall and Goldlund Property.

Gold mineralization occurs in essentially two types of deposits in the area of the Goldlund Project with the most important gold mineralization being associated with quartz vein and stock-work structures.

Gold mineralization at the Goldlund Project is hosted by zones of northeast-trending and gently to moderately northwest-dipping quartz stockworks (comprised of numerous quartz veinlets less than 1 cm to 20 cm thick). The stockwork zones form bands within the dikes that intrude the east-northeast-trending mafic volcanic country rocks. The quartz veins and veinlets contain occasional fine-grained to coarse-grained pyrite. The intervening areas between the quartz veinlets exhibit strong to moderate feldspathic alteration associated with common fine to medium-grained pyrite and magnetite.

The mineralized sills strike generally northeast (065°) and dip steeply to the southeast. The quartz stockwork veins generally strike 010° to 015° and dip northwest at -40° to -75°. This results in a shallow rake within the various zones.

Deposit type

The identified mineralization fits an Archean shear zone-hosted quartz vein model ("**Archean Lode gold**").

The dominant, and economically most significant type, of the shear zone hosted occurrences are transverse vein arrays within competent rocks and particularly the intermediate to mafic sub-volcanic intrusive sheets. Vein systems occupy tensional fractures related to internal deformation of the competent units as folds tightened during stage three deformation. Vein arrays could be expected to develop near fold hinges, within fold limbs, and along axial planar foliations. The orientations of individual veins within the arrays are affected by their locations within folds.

Exploration

In 2018, First Mining completed a property-wide regional exploration and diamond drill program on the Goldlund Property. The 16-hole, 1,944 m drill program was completed between June and September 2018 and tested the Miller, Miles and Eaglelund occurrences.

This regional field exploration program also included numerous bush traverses to follow up on historic gold occurrences reported over the Goldlund Property, and it identified numerous targets for further field work at a later date. Between May and July, and September and October of 2018, traverses were made over the Beartrack, Mistango, Quyta, Eaglelund, Miller, Miles, Jacobus Creek, Villbona, Lun-Echo, Goldlund-Eastern, and Camreco South showings. Geological mapping was undertaken and geochemical grab or chip sampling was completed at suitable outcrop locations. The previous geological mapping commissioned in 2012 by Tamaka was also ground-checked for accuracy of outcrop locations and descriptions.

Drilling

We completed our 2017 and 2018 drill programs at the Goldlund Project in two phases. Phase 1 was completed between January 2017 and July 2017 and targeted Zone 7 of the Goldlund deposit, and Phase 2 was completed between June 2017 and March 2018 and primarily targeted Zone 1. Both programs together comprised a total meterage of 40,198 m in 138 holes, and were designed to better understand and define the potential resource in both of these areas of the Goldlund deposit by infill drilling.

The drilling was conducted by Rodren Drilling of Manitoba with HQ sized core. Casings were left in place and capped.

A total of 100 infill holes were drilled during the Phase 1 drill program, for a total meterage of 24,299 m. The target of this program was Zone 7.

The primary goal of this Phase 1 drilling campaign was to upgrade Inferred Resources at Zone 7 into a higher resource category and to better define the geology and gold mineralization. The albitized tonalite (granodiorite) and immediate hanging wall and footwall were entirely sampled and assayed to allow for a more accurate resource estimate with no data gaps.

Of the 100 holes, 86 holes intersected intervals of significant gold mineralization, and those holes with no significant gold mineralization encountered have helped to define the extent and further the understanding of the shape and nature of the deposit.

We completed our Phase 2 drilling program on the Goldlund deposit between July 2017 and March 2018. A total of 38 infill holes were drilled over 14,961 m, which were designed to provide greater confidence in the gold mineralization within Zone 1 of the Goldlund deposit. While 33 out of the 38 drillholes intersected gold mineralization, this phase of drilling was limited in extent in order to avoid intersecting historic underground workings. Areas of Zone 1 have previously been mined and therefore contain several levels of existing underground workings. Accordingly, new holes had to be positioned to avoid drilling through existing levels or stopes, and as a result some of the holes may not have reached the key mineralized zones which occur closer to the footwall of the zone.

In addition to the 38 new Zone 1 holes, four Phase 1 holes drilled into Zone 7 (holes GL-17-010, GL-17-051, GL-17-106 and GL-17-108) were extended during the Phase 2 program to test for deeper level mineralization. These were successful in encountering gold mineralization within the deeper portions of the holes, with hole GL-17-010 intersecting 83 metres of 1.35 g/t Au at downhole depths of between 545 m and 628 m.

Two Zone 1 holes also tested for deeper mineralization: GL-17-115 (44 m of 0.78 g/t Au including 16 m at 1.07 g/t Au from 590 to 606 m) and GL-17-119 (2 m at 4.31 g/t Au from 446 to 448 m) which indicate that in Zone 1 as well as Zone 7, significant grades of gold exist below the levels of an open pit.

Also during 2018, First Mining completed a small, property-wide regional exploration and diamond drill program intended to test the regional potential of the Goldlund Property to host significant gold mineralization similar to that demonstrated within the known resource area at the Goldlund Project. This exploratory drill program consisted of 1,944 m of drilling in 16 holes. It was designed to test the Miller, Miles and Eaglelund occurrences and verify historical drillhole and surface anomaly data, and was completed between June and September 2018. The drill program consisted of eight drillholes (MI-18-001 to MI-18-008) at the Miller showing, seven drillholes (EL-18-001 thru EL-18-007) at the Eaglelund showing, and one hole (ML-18-001) designed to drill test under the exploratory pit found at the Miles showing. Drilling totalled 1,256 m at Miller, 638 m at Eaglelund, and 50 m at the Miles target.

The Miller targeted area lies approximately 10 km northeast of the Goldlund resource area, along strike of the lithologic fabric of granodiorite sills/dykes intruded into regional mafic meta-volcanic greenstone which extends over 30 km within the Goldlund Property boundary. This elongate pattern of brittle granodiorite in ductile mafic meta-volcanic rocks is a key mechanism in focusing gold mineralization, as demonstrated in the area of the current Goldlund resource.

Granodiorite at Miller is coarse-grained with strong chlorite and silica alteration predominantly along the contacts with meta-basalt and gabbro in the hanging wall. The contact with metabasalt and gabbro is sheared and strongly foliated.

Quartz-carbonate veining at Miller seems to have a slightly different orientation than that of the Goldlund deposit. Gold-bearing veins at Miller seem to be dominated by steeply 80° - 85° dipping veins which are wider than the shallow 10° - 25° dipping narrow veins. Narrow veins returned higher gold grades from the surface grab sampling. This observation is based only on a limited surface exposure and eight drillholes. Gold-bearing veins at the Goldlund deposit are dominated by the conjugate 20 set and 70 set veins. The 20 set veins are most common but are typically narrow, being just a few cm in width, whereas the 70 set veins although more erratic and discontinuous are typically wider.

Significant gold mineralization was encountered in the Miller drilling, and results have confirmed the same mineralogical associations of gold present in quartz-carbonate-sulphide stockwork veining and adjacent alteration zone in granodiorite which is very similar to that observed at the Goldlund resource area.

The early results from the Miller prospect indicate that the entire width of the sill/dyke appears receptive to gold mineralization and this mineralization remains open along strike in both directions and also at depth. The four drillholes which crosscut the granodiorite from hanging wall to footwall indicate that the entire width of the dyke appears receptive to gold mineralization, while at the Goldlund resource area, gold mineralization tends to occupy only 25% to 40% of the total dyke width.

In addition, while visible gold mineralization and gold tellurides were common in First Mining's 2017-2018 infill drilling program at the Goldlund resource area, the frequency of occurrence of visible gold at Miller was much greater, with visible gold observed in seven out of the total eight holes.

Due to the frequent occurrence of visible gold in the Miller drillholes, and the coarse, nuggety nature of the gold mineralization, we followed up our standard fire assays on selected samples with a more definitive assay protocol of metallic screen fire assay, using a 1,000 g sample size to minimize the high nugget effect characteristic of mineralization at the Goldlund Project. Metallic screen fire assay technique is commonly used to determine both the coarse and fine gold in samples and utilizes a larger volume of the sample than regular fire assay. Samples were chosen for metallic screen analysis either where visible gold was observed in the core, or adjacent to visible gold occurrences, or where the initial fire assay results did not appear to be representative of the level of gold mineralization observed in the core.

Holes at Eaglelund and Miles were targeted close to the locations of historical drillholes that were drilled in the 1950s and 1980s, several of which reported gold mineralization (although locations and assay results for these holes cannot be verified). Some narrow gold intersections were confirmed by the 2018 drill program, notably in the south west region of the Eaglelund target, with hole EL-18-002 intersecting 1.0 m at 2.22 g/t Au, and hole EL-18-003 intersecting 2.0 m at 6.42 g/t Au. No significant gold mineralization was encountered in the northeast area of drilling, however mapping and drill logging show that the granodiorite sill, the host rock of gold mineralization, is faulted off and replaced by a sheared feldspar porphyry in this area. The faulted portion of the granodiorite sill was not located during this drill campaign, hence additional drilling would be required to delineate this and to better understand the control and distribution of the mineralization at the Eaglelund and Miles prospects.

Sampling, analysis and data verification

The following is a description of the sampling methodology for the Tamaka 2007 – 2008 drilling program:

- Drillers delivered the four-row NQ or NQ2 core boxes to the core logging facility.
- Core lids were removed and the boxes placed on the core logging table in order.
- A technician measured run lengths to confirm block markers.
- The technician recorded the rock quality designation ("**RQD**") of the core on a computer form.
- Magnetic susceptibility was recorded over the entire hole length at 0.5 m intervals.
- Core was photographed (both wet and dry).
- Logging was completed by the geologist directly into a Microsoft Excel spreadsheet template form. Each drill log was a separate file:
  - logs recorded lithology, structures, alteration and sulphide content;
  - all geology related markings on the core used a yellow lumber crayon.
- Sample intervals were marked with a red lumber crayon on the core.
- Sample lengths were variable, 20 cm minimum sample length, 1.5 m maximum sample length.
- The samples did not cross lithological boundaries:
  - quartz veins were isolated if possible as well as zones in increased sulphides or alteration;
  - shoulder sample of 1 m was collected on both sides of the mineralized sections;
  - due to the nature of the mineralization, and from the onset of drilling, the decision was made by Tamaka staff to collect samples continuously from collar to toe of hole.
- Three dedicated technicians were trained on sampling:
  - top-mounted core saw with a four-compartment settling tanks to recycle the water;
  - a sample interval sheet was generated by the geologist logging the core; the sheet contained the Borehole ID, From, To intervals, and sample number;
  - the technician verified the sample number from the sample sheet with the sample number from pre-printed sample books provided by the laboratory;
  - the technician cut the core and placed one half in a plastic sample bag and returned the other half to the core box;
  - one sample tag was placed in the sample bag, one sample tag was stapled into the core box at the beginning of the sample interval;
  - sample bags with sample and sample tag were sealed with fibre tape.
- Quality assurance and quality control samples were inserted into the sample stream. Standards, blanks, field, and crush duplicates were inserted into the sample series using the same number sequence as the samples themselves. A QA/QC sample was inserted every 30 samples and were alternated between crush duplicates, field duplicates, standards, and blanks. Pulp duplicates performed by Accurassay were also incorporated in the program.

- Samples were placed in rice bags and stored in the core logging facility until shipment.
- A Tamaka employee delivered the samples to Manitoulin Transport in Dryden for delivery to Accurassay Laboratories ("**Accurassay**") in Thunder Bay. Accurassay is an accredited facility, conforming to requirements of CAN P-4E ISO/IEC 17025, and CAN-P-1579.
- The laboratory returned all coarse rejects and pulps to Tamaka for storage at the Goldlund Project.

The following is a description of the sampling methodology for the Tamaka 2011 drilling program:

- Drill core was delivered by C3 Drilling to the Tamaka core logging facility located on site at the end of every shift.
- Core was put on the core logging tables for logging by the geologist or geological technician.
- A geologist technician checked the block measurements and measures recorded the RQD. Errors in block measurements were reported to the geologists.
- A technician recorded the magnetic susceptibility using a hand-held instrument for each 3 m length of core.
- Certain initial holes were logged into Microsoft Excel spreadsheets and the remainder were logged into a Gemcom© Gemslogger ("**Gemslogger**") Microsoft Access database.
- A geologist entered the header information from a planned drillhole spreadsheet.
- A geologist logged the core, recording lithology, alteration, structure, and mineralization in Gemslogger or the spreadsheet and marking the intervals with a grease pen.
- A geologist inserted sample tags for intervals to be sampled, recording these intervals in Gemslogger or the spreadsheet.
- Sample lengths ranged between 0.2 and 2.6 m in length with an average sampling length of around 0.7 m.
- No samples crossed lithological boundaries.
- At least two shoulder samples were taken on either side of the mineralization.
- Sample tags marked with Standard Reference Material ("**SRM**"), blanks and duplicates were inserted at set intervals by the geologist.
- Core was photographed after logging and sampling was completed; both wet and dry photos were taken.
- Core was then relocated to the core splitting facility.
- A technician then double checked the intervals given in the sample booklet with printed logs from Gemslogger.
- Core was split using a top-mounted diamond saw blade.
- Half of the core was placed in a sample bag while the other half was replaced in the core box.
- Blanks and SRMs were inserted as specified in the sample booklet. Standards, blanks, field, and crush duplicates were inserted into the sample series using the same number sequence as the samples themselves. A QA/QC sample was inserted every 30 samples and were alternated between crush duplicates, field duplicates, standards, and blanks. Pulp duplicates performed by Accurassay were also incorporated in the program.

- For field duplicates, the remaining half of the core was quarter split and placed in a sample bag.
- For coarse duplicates, a sample tag was placed in an empty sample bag.
- The sample tag was stapled to the inside of the sample bag and the sample bag is stapled closed.
- Sample tags were placed in rice bags and stored in crates awaiting shipment.
- Crates were shipped every week to Accurassay Laboratories in Thunder Bay by Manitoulin Transport.
- Downhole surveys were conducted using a Maxibor instrument while the drill rig was still setup on the drill pad.
- Once the drill rig was moved, collar locations were verified using a hand-held GPS.
- Once all the data was finalized in the field, the field databases/spreadsheets were transferred to the office in Thunder Bay where the master database is stored.

The following is a description of the sampling methodology for the Tamaka 2013-2014 drilling program:

- Drillers delivered the four-row NQ or NQ2 core boxes to the core logging facility.
- Core lids were removed and the boxes placed on the core logging table in order.
- A technician measured run lengths to confirm block markers.
- The technician recorded the RQD of the core on a computer form.
- Magnetic susceptibility was recorded over the entire hole length at 0.5 m intervals.
- Core was photographed (both wet and dry).
- Logging was completed by the geologist directly into a Microsoft Excel spreadsheet template form.
- Each drill log was a separate file:
    - logs recorded lithology, structures, alteration and sulphide content;
    - all geology related markings on the core used a yellow lumber crayon.
- Sample intervals were marked with a red lumber crayon on the core.
- Sample lengths were variable; 20 cm minimum sample length, 1.5 m maximum sample length.
- The samples did not cross lithological boundaries:

- quartz veins were isolated if possible as well as zones in increased sulphides or alteration;
- shoulder sample of 1 m were collected on both sides of the mineralized sections;
- due to the nature of the mineralization, and from the onset of drilling, the decision was made by Tamaka staff to collect samples continuously from collar to toe of hole.

- Three dedicated technicians were trained on sampling:
  - top-mounted core saw with a four-compartment settling tanks to recycle the water;
  - a sample interval sheet was generated by the geologist logging the core; the sheet contained the Borehole ID, From, To intervals, and sample number;
  - the technician verified the sample number from the sample sheet with the sample number from pre-printed sample books provided by the laboratory;
  - the technician cut the core and placed one half in a plastic sample bag and returned the other half to the core box;
  - one sample tag was placed in the sample bag, one sample tag was stapled into the core box at the beginning of the sample interval;
  - sample bags with sample and sample tag were sealed with fibre tape;
  - quality assurance and quality control samples were inserted into the sample stream. Standards, blanks, field, and crush duplicates were inserted into the sample series using the same number sequence as the samples themselves. A QA/QC sample was inserted every 30 samples and were alternated between crush duplicates, field duplicates, standards, and blanks. Pulp duplicates performed by Accurassay were also incorporated in the program. A second aliquot of pulp (from the pulps remaining after Accurassay analysis) from samples (predetermined by Fladgate) by Accurassay to be shipped to a separate lab for analysis.
- Samples were placed in rice bags and stored in the core logging facility until shipment.
- A Tamaka employee delivered the samples to Manitoulin Transport in Dryden for delivery to Accurassay in Thunder Bay.
- The laboratory returned all coarse rejects and pulps to Tamaka for storage at the Goldlund Project.

All samples for each of the Tamaka drill programs were processed using both jaw crushers and ring mill pulverizers. Samples received by the lab were processed using the following sample preparation packages:

- Dry, crush (less than 5 kg) 90% -8 mesh (2 mm);
- Split (1,000 g); and
- Pulverize to 90% -150 mesh (106 l).

The 2007 – 2008 samples were analyzed for gold and silver using a four acid digestion followed by a 50 g fire assay (FA) with inductively coupled plasma ("**ICP**") finish.

Certain of the 2011 samples were analyzed using a conventional 30 g Fire Assay with an Atomic Absorption finish ("**FA/AA**") for gold and a 0.25 aqua regia digestion with an AA finish for silver. For the remaining 2011 samples, a 50 g conventional fire assay with an AA finish and a 0.25 aqua regia digestion with an AA finish for silver was performed from the 500 g pulp. A second 500 g pulp was analyzed using a gravimetric finish for samples in excess of 10 ppm gold. In total, during the 2011 drill program, 10,914 core samples were sent to the laboratory for analysis.

All 2012 and 2013-2014 samples were analyzed by a 50 g conventional fire assay with an AA finish and a 0.25 aqua regia digestion with an AA finish for silver was performed from the 500 g pulp. A second 500 g pulp was analyzed using a gravimetric finish for samples in excess of 10 ppm gold.

Tamaka's QA/QC for each of its drilling programs was generally consistent. The QA/QC programs consisted of the insertion of blanks, Standard Reference Manual ("**SRM**") samples, field duplicates, and crush duplicates into the sample stream at set intervals. SRMs were inserted every 20th sample while blanks were inserted every 27th to 30th sample. Field and crush duplicates were inserted into the sample stream only for the latter portion of the 2011 drilling campaign with a frequency of one field duplicate every 30th sample and one crush duplicate every 32nd sample. In addition to the field-inserted QA/QC program, the laboratories operate their own laboratory QA/QC system. The labs insert quality control materials, blanks and duplicates on each analytical run.

The Tamaka database has gone through several validations. The original data files received prior to the 2010 resource estimate were validated using 103 (10%) of the 1,065 drillholes in the total database. The validation was completed by the author of the Goldlund Technical Report, while he was employed by Tetra Tech. Data verification was completed on collar co-ordinates, end-of-hole depth, down-the-hole survey measurements, "From" and "To" intervals, measurements of assay sampling intervals, and gold grades that were compiled from hand written drill logs into Microsoft Excel spreadsheets. The error rate of the initial dataset exceeded the acceptable limit of 1% of errors. Most errors were insignificant and related to mistakes in transcription. Tamaka retrieved the dataset from Tetra Tech and corrected the entire dataset before returning the files to Tetra Tech. The second round of validation of the dataset returned no errors.

2011 and 2012 round of validation – All data is now recorded and received digitally, so it is possible to check 100% of the assay data for Tamaka surface holes against the digital assay certificates. There is 100% agreement between the assay certificates and the assay data in the database. The same is true of collar coordinates, survey data, and lithology intervals.

2013 and 2014 round of validation – All data is now recorded and received digitally, so it is possible to check 100% of the assay data for Tamaka surface holes against the digital assay certificates. There is 100% agreement between the assay certificates and the assay data in the database. The same is true of collar coordinates, survey data, and lithology intervals.

The drillhole data was imported into Surpac 6.6, which has a routine that checks for duplicate intervals, overlapping intervals, and intervals beyond the end of hole. The errors identified in the routine were checked against the original logs and corrected.

The following is a description of the sampling methodology for the First Mining 2017 and 2018 Phase 1 and Phase 2 drilling programs:

- HQ diameter (63.5 mm) drill core was cleaned and the run blocks checked. After this, the runs were measured for recovery. The recovery percentage was then used to mark off the adjusted metres within the run.
- The RQD was measured and recorded in an Excel sheet, for importing into Datamine DH Logger software.
- The core was logged for lithology, alteration, minerology, veining and structure, and entered into DH Logger, which synchronizes with First Mining's central Fusion SQL drilling database.
- 2 m sample intervals were marked off, except at lithological contacts, and in zones of poor recovery, where sample size was adjusted accordingly.
- Standards and blanks were inserted in the sample stream at the required intervals.

- Duplicates were inserted between the blanks and standards, alternating between field and laboratory duplicates.
- Core pieces were selected and measured for SG.
- The core was photographed twice, both dry and wet.
- The core was sawn in half onsite, with one half bagged and labelled to be sent for assay. For field duplicates, the core was quartered, and one quarter was sent for the regular assay and the other quarter was sent for the duplicate assay. For the laboratory duplicates, an empty sample bag with a sample ID was sent to the laboratory where a split was taken from the pulverized sample to run a duplicate assay.
- The remaining half core was placed in core boxes which were stored in a secure on-site facility to serve as a permanent record.
- Sample bags were placed in zip-tied rice bags and shipped to SGS Laboratory facilities in Red Lake, Ontario and Burnaby, British Columbia for the fire assay and Bulk Leach Extractable Gold ("BLEG") assaying respectively.
- The laboratory returned all coarse rejects and pulps to First Mining for permanent storage on site at the Goldlund Project.

Samples from the mineralized granodiorite from the First Mining drill program were shipped to SGS Laboratories in Burnaby, BC for BLEG analysis. Samples received by the lab were processed using the following sample preparation packages:

- Crush entire half core sample to 80% -10 mesh (1.68 mm)
- Pulverize 3,000 g in three separate batches of 1 kg each to 85% -200 mesh (0.074 mm)
- Recombine and blend all three batches for homogeneity
- Re-split into three separate 1 kg batches
- Send one of the 1 kg splits ("pulps") for BLEG assay (the two remaining 1 kg splits are retained for duplicates)

Samples from the unmineralized volcanics from the First Mining drill program were shipped to SGS Laboratories in Red Lake, Ontario and prepared for fire assay analysis. Samples received were processed as follows:

- Dry, crush (less than 3 kg) to 75% -8 mesh (2 mm);
- Split to 250 g; and
- Pulverize to 85% -150 mesh (106 µm).

At no time was an employee of First Mining involved in the preparation of the samples.

The following is a description of the sampling methodology for First Mining's 2018 exploration drilling program at the Miller, Miles Lake and Eaglelund prospects on the Goldlund Property:

- NQ diameter (47.6 mm) drill core was cleaned and the run blocks checked. After this, the runs were measured for recovery. The recovery percentage was then used to mark off the adjusted meters within the run.
- RQD was measured and recorded in an Excel sheet, for importing into Datamine DH Logger software.

- The core was logged for lithology, alteration, minerology, veining and structure directly into DH Logger, which synchronizes with First Mining's central Fusion SQL drilling database.
- 1 m sample intervals were marked off, except at lithological contacts, and in zones of poor recovery, where sample size could be adjusted accordingly.
- Standards and blanks were inserted in the sample stream at the required intervals.
- Duplicates were inserted between the blanks and standards, alternating between field and lab duplicates.
- Core pieces were selected and measured for SG.
- The core was photographed twice, both dry and wet.
- The core was sawn in half onsite, with one half bagged and labelled to be sent for assay. For field duplicates, the core was quartered and one quarter was sent for the regular assay and the other quarter for the duplicate assay. For the lab duplicates, an empty sample bag with a sample ID was sent to the laboratory where a split was taken from the coarse reject or the pulverized sample to run a duplicate assay.
- The remaining half core was placed in core boxes which are stored in a secure on-site facility to serve as a permanent record.
- Sample bags were placed in zip-tied rice bags and shipped to SGS Laboratory facilities in Red Lake, Ontario and Lakefield, Ontario for fire assay analysis.

Samples from the First Mining drill program 2018 drilling at Miller, Eaglelund, and Miles were shipped to SGS Laboratories in Red Lake, Ontario, or Lakefield, Ontario and prepared for fire assay analysis. Samples received by the laboratory for fire assay were processed as follows:

- Dry, crush (less than 3 kg) 75% -8 mesh (2 mm);
- Split to 250 g; and
- Pulverize to 85% -150 mesh (106 µm).

At no time was an employee of First Mining involved in the preparation of the samples.

The following is a description of the analytical procedure followed for the assay results of First Mining's 2017 and 2018 infill drilling program at the Goldlund Project and the 2018 exploration drilling program at the Miller, Miles Lake and Eaglelund prospects on the Goldlund Property:

For the Phase 1 and Phase 2 infill drill program at the Goldlund Project, samples from the mineralized granodiorite were analyzed for gold using the BLEG methodology, which incorporated a LeachWELL™ reagent. The LeachWELL™ CN test was selected to improve reproducibility of gold assays by using large samples (1,000 g) which are better suited for a nuggety deposit such as Goldlund.

Samples were dried, pulverised and weighed into labeled bottles, and made into a solution by adding water (at a 1:1 solid-liquid ratio), cyanide (5%), LeachWELL™ 60X (2%) and NaOH (0.7%) to the bottle. The sample were vigorously shaken on a bottle roll, for a leach time of two hours, to homogenize the sample with flocculent. Once settled, and a layer of clear solution was available for sampling, a solution sample was taken and read by Atomic Absorption Spectrometry ("AAS"). The grade of the original solid was calculated from the solid/solution ratio and the AAS reading.

The sample's residue was filtered and washed 3 times to remove the LeachWELL™ solution; this residue was then dried, homogenized and a 200 g split retained for each sample, 50 g of which was analyzed for gold by fire assay. Gold assays for the leach solution and residues are combined for each sample to report a final 'head grade' concentration.

A 50 g split from each sample sent to the Burnaby laboratory also underwent ICP multi-element analysis by two-acid aqua regia digestion with ICP-MS and AES finish.

Samples of unmineralized volcanics from the Phase 1 and Phase 2 programs were sent to the SGS laboratory in Red Lake, Ontario for 30 g or 50 g fire assay.

Samples from the 2018 drilling at Miller, Eaglelund and Miles were sent to the SGS laboratories in Red Lake or Lakefield, Ontario for 50 g fire assay.

Due to the frequent occurrence of visible gold in the Miller drillholes, and the coarse, nuggety nature of the gold mineralization, First Mining followed up their standard fire assays on selected Miller samples with a more definitive assay protocol of metallic screen fire assay using a 1,000-g sample size to minimize the high nugget effect characteristic of mineralization at the Goldlund Project. Samples were chosen for metallic screen analysis either where visible gold was observed in the core, or adjacent to visible gold occurrences, or where the initial fire assay results did not appear to be representative of the level of gold mineralization observed in the core. A total of 52 samples from Miller were selected for a metallic screen fire assay run, and of these 52 samples, 12 were selected for a second metallic screen fire assay run. Where two metallic screen fire assays were run on the same sample, an arithmetic average of the two assays was used in the final database. Screened metallic assays for the Miller program were done by SGS at their Cochrane or Lakefield laboratories.

No metallic screen fire assays were done on the Eaglelund or Miles samples.

At no time was an employee of First Mining involved in the analytical process.

First Mining 2017-2018 QA/QC Program – Goldlund Infill Drilling

The QA/QC program for the 2017-2018 Phase 1 and Phase 2 infill drill programs on the Goldlund deposit consisted of the submission of duplicate samples and check assays, and the insertion of certified reference materials (CRMs) at regular intervals. Blanks and standards were inserted at a rate of one standard for every 20 samples (5% of total) and one blank for every 30 samples (3% of total). Field duplicates from quartered core, as well as 'pulp' duplicates taken from 1 kg pulverized splits, were also inserted at regular intervals with an insertion rate of 4% for field duplicates and 4% for pulp duplicates.

In addition to the QA/QC program implemented by First Mining, the laboratories each operate their own internal laboratory QA/QC system, inserting quality control materials, blanks, lab replicates and lab duplicates on each analytical run.

First Mining's QA/QC for each of its drilling programs was generally consistent. The QA/QC programs consisted of the insertion of blanks, SRM samples, field duplicates, coarse duplicates, pulp duplicates, screened metallics duplicates, check assay duplicates and BLEG residue duplicates into the sample stream at set intervals.

Blanks

Blanks made of barren garden rock purchased from a local hardware store were used. A threshold of ten times the lower detection limit (LDL) was used as a guide to determine potential contamination. Any assays above this threshold were reviewed on a case by case basis to determine if any corrective action was required at that laboratory. As a general rule, for the mineralized rock being assayed at the SGS laboratory in Burnaby, BC, if a single blank or standard was deemed to have failed, that QA/QC sample plus five samples either side in the same batch were sent for reanalysis. If a blank/standard plus one or more consecutive standards were deemed to have failed, then the failed samples plus ten samples either side and all of the samples between, were sent for reanalysis.

For samples from unmineralized zones, which were sent for fire assay at the SGS Red Lake laboratory, if a single standard failed within a batch where the other standards or blanks passed, the entire batch was deemed to have passed and no corrective action was taken.

A total of 611 blanks were submitted from the Phase 1 and Phase 2 programs. Three blanks from the SGS Burnaby laboratory and one from the SGS Red Lake laboratory were above the 10 x LDL threshold and were part of batches that were rerun in accordance with the corrective action protocols detailed above. Overall the laboratory performed well.

Standards

Twelve different standards were used in the Phase 1 and Phase 2 programs, spanning a range of gold grades from 0.05 g/t to 9 g/t, as summarized in Table 11.3 of the Goldlund Technical Report. The majority of the standards were supplied by CDN Resource Laboratories Ltd. (CDN) of Vancouver, BC, with some low-grade standards used for the BLEG residue duplicate program which were sourced from Analytical Solutions Ltd. (ASL) in Toronto. A standard was deemed suspect as a failure if the result fell outside 3 standard deviations (± 3STDEV) from its expected value as defined by the standard's certificate. Any assays outside of this threshold were reviewed on a case by case basis to determine if any corrective action was required.

A total of 877 standards were submitted from the Phase 1 and Phase 2 programs. Instead of the sample weight of 1 kg (used for the drill core samples), a 200 g sample weight was used for the standards, ensuring the ratio of the leach solution and sample weight is maintained.

The accepted results provided by the CRM labs are determined by fire assay whereas the Phase 1 and Phase 2 testing was done by CN leach combined with a fire assay of the residue.

QA/QC Results

Overall laboratories performed well with a total of 877 samples submitted with 23 samples and five standards having failed as summarized below:

- One sample from CDN-GS-2R was deemed to have failed and was sent for re-analysis;
- 17 samples from CDN-GS-3P were deemed to have failed, 15 of which were sent for re-analysis;
- One sample from CDN-GS-5M was deemed to have failed and was sent for re-analysis;
- Two samples from CDN-GS-9B were deemed to have failed and were sent for re-analysis;
- One sample and five standards from CDN-GS-1U were deemed to have failed and three of the five failed standards were sent for re-analysis; and
- One sample from CDN-GS-2P was deemed to have failed and appears to have been a result of mislabelling.

Duplicates

After assay results were returned, additional duplicates were run on 1 kg pulverized splits, including BLEG duplicates and screened metallic duplicates. Selected samples were also sent to an independent umpire laboratory (Activation Labs in Thunder Bay and Ancaster, Ontario) for check assay.

Duplicate data is not generally used to trigger quality control failures. Poor reproducibility can be a function of the extreme nugget effect of the Goldlund gold mineralization, and/or the homogeneity of the samples, rather than a reflection of the laboratory's analytical performance. For the BLEG assay program, efforts were made to come as close as possible to a true 'pulp' duplicate by using the sample preparation techniques detailed in Section 11.1.5 of the Goldlund Technical Report. All duplicates, whether they were BLEG duplicates, metallic screens or check duplicates for the umpire laboratory, utilized 1kg splits from the original 3 kg pulverized batch. The only exception to this in the BLEG QA/QC program were the field duplicates which were done on separately-prepared, quarter-core samples. As would be expected in a gold system of this type, there is a much higher variability between the field duplicate samples and their 'parent' assays, when compared to the pulp duplicates.

First Mining 2018 QA/QC Program – Miller, Eaglelund and Miles Drilling

The QA/QC program for the Miller-Eaglelund-Miles drilling consisted of the submission of duplicate samples and the insertion of certified reference materials (CRMs) at regular intervals. Blanks and standards were inserted at a rate of one standard for every 20 samples (5% of total) and one blank for every 30 samples (3% of total). Field duplicates from quartered core, as well as alternating pulp and coarse duplicates (taken from coarse reject materials or pulverized splits) were also inserted at regular intervals, with an insertion rate of 4% for field duplicates and 4% for pulp and coarse duplicates. Check assays were submitted to a second independent laboratory.

In addition to the QA/QC program implemented by First Mining, the laboratories each operate their own internal laboratory QA/QC system, inserting quality control materials, blanks, as well as laboratory replicates and duplicates on each analytical run.

First Mining's QA/QC for each of its drilling programs was generally consistent. The QA/QC programs consisted of the insertion of blanks, SRM samples, field duplicates, coarse duplicates, pulp duplicates, and check assay duplicates into the sample stream at set intervals.

Blanks

Blanks made of barren garden rock purchased from a local hardware store were used. A threshold of ten times the lower detection limit (LDL) was used as a guide to determine potential contamination.

Any assays above this threshold were reviewed on a case by case basis to determine if any corrective action was required at that laboratory. As a general rule, if a single blank or standard was deemed to have failed, that QA/QC sample plus five samples either side in the same batch were sent for reanalysis. If a blank/standard plus one or more consecutive standards were deemed to have failed, then the failed samples plus ten samples either side and all of the samples between were sent for reanalysis.

A total of 49 blanks were submitted as part of the Miller-Eaglelund-Miles QA/QC program. Two samples were found to be above the 10 x LDL threshold, one of which was part of a batch sent for reanalysis.

Standards

Six different standards were used. The standards were all supplied by CDN Resource Laboratories Ltd. of Vancouver. A standard was deemed suspect as a failure if the result falls outside 3 standard deviations (± 3STDEV) from its expected value as defined by the standard's certificate. Any assays outside of this threshold were reviewed on a case by case basis to determine if any corrective action was required.

A total of 75 standards were submitted as part of the Miller-Eaglelund-Miles QA/QC program.

QA/QC Results

Overall laboratories performed well with a total of 75 samples submitted with 7 samples falling outside the ± 3STDEV tolerance and were part of batches sent for reanalysis as described below:

- Two samples from CDN-GS-5M fell outside the tolerance range and were sent for re-analysis;
- Two samples from CDN-GS-2S fell outside the tolerance range and were sent for re-analysis;
- One sample from CDN-GS-P4E fell outside the tolerance range and was sent for re-analysis; and
- Two samples from CDN-GS-P4G fell outside the tolerance range and were sent for re-analysis.

Mineral processing and metallurgical testing

Tamaka received completed results of three metallurgical studies on the Goldlund Property; a gold deportment study, a scoping study including comminution testing, and a review of the acid-base accounting completed as part of the scoping study.

Reported overall gold extraction for the high-grade samples by gravity separation, flotation of the gravity tailing, and cyanidation of the flotation concentrate ranged from 55% to 74%. Reported overall gold extraction for bulk testing and composites by gravity separation and cyanidation of the entire gravity tailing ranged from 85% to 96%.

The majority of samples were determined to be not Potential Acid Generating ("**PAG**"), however two samples did have neutralization potential ratios of less than 1 and sulphide-sulphur greater than 12%, indicating that they are PAG. Due to the limited number of samples, these results should be considered preliminary, and further sampling and testing is required to accurately determine whether the tailings would be PAG.

The recommended flowsheet for the Goldlund deposit includes crushing, grinding, gravity separation, and cyanidation (carbon-in-leach) of the gravity tailings.

Mineral resource estimates

We compiled all the data used in completing the mineral resource from original source drillhole documents and from plan and section originals and copies. The Goldlund Project has been drilled by 2,195 drillholes. However, only drillholes within the areas of interest and with exploration potential were included in the database. In addition to the drillhole database, a dataset containing underground wall sampling intervals was included. Wall sampling was conducted as continuous samples on both walls and at times at chest and back heights. The wall sampling data was converted into drillhole format to supplement the dataset. All resource estimations were conducted using Surpac™ version 6.8.

A pit shell analysis using a base case of US$1,350 gold price and a cut-off grade of 0.4 g/t Au, provided a pit constrained Indicated Resource estimate of 12.9 Mt with an average grade of 1.96 g/t Au and an additional pit constrained Inferred Resource of 18.4 Mt with an average grade of 1.49 g/t Au. The following table summarizes the Whittle pit constrained resource:

The Goldlund deposit remains open along strike and to depth.

Classification	Zone	Tonnage	Au g/t	Ounces
Measured	1	-	-	-
	2	-	-	-
	3	-	-	-
	4	-	-	-
	5	-	-	-
	7	-	-	-
	8	-	-	-
	Subtotal	-	-	-
Indicated	1	4,882,400	2.16	330,150
	2	1,642,900	1.76	93,000
	3	–	–	–
	4	1,664,600	2.73	146,100
	5	–	–	–
	7	4,161,600	1.58	210,753
	8	508,600	2.00	29,200
	Subtotal	**12,860,000**	**1.96**	**809,200**
M&I	Subtotal	**12,860,000**	**1.96**	**809,200**
Inferred	1	11,288,000	1.54	558,600
	2	1,028,000	1.22	40,000
	3	1,385,000	1.61	71,666
	4	734,000	2.40	57,000
	5	1,284,000	1.19	49,000
	7	1,928,000	1.29	79,688
	8	715,000	0.90	21,000
	Subtotal	**18,362,000**	**1.49**	**876,954**

Notes:

1. *The numbers in the above table are from the updated mineral resource estimate on Goldlund that has an effective date of March 15, 2019, and that was prepared by WSP's Todd McCracken, P.Geo., an independent "qualified person" within the meaning of NI 43-101.*
2. *The overall stripping ratio for the whittle pit is 4.71:1.*
3. *A base case cut-off grade of 0.4 g/t Au was used for both the initial 2017 mineral resource estimate and the updated 2019 mineral resource estimate.*
4. *Resources are stated as contained within a potentially economic limiting pit shell using a metal price of US$1,350 per ounce of gold, mining costs of US$2.00 per tonne, processing plus G&A costs of US$15.40 per tonne, 93% recoveries and an average pit slope of 48 degrees.*
5. *Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resources will be converted into mineral reserves.*
6. *Mineral resource tonnage and contained metal have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding.*

Cameron

Technical report

The description in this section of our Cameron gold project (the "**Cameron Project**") is based on the project's technical report: *Technical Report on the Cameron Gold Deposit, Ontario, Canada* (effective date January 17, 2017) (the "**Cameron Gold Technical Report**"). The report was prepared for us in accordance with NI 43-101, by or under the supervision of Mark Drabble, B. App. Sci. (Geology), MAIG, MAusIMM; and Kahan Cervoi, B. App. Sci (Geology), MAIG, MAusIMM; each qualified persons within the meaning of NI 43-101. The following description has been prepared under the supervision of Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person within the meaning of NI 43-101, but is not independent of us.

The conclusions, projections and estimates included in this description are subject to the qualifications, assumptions and exclusions set out in the Cameron Gold Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the Cameron Gold Technical Report in its entirety to fully understand the project. You can download a copy from our SEDAR profile (www.sedar.com), or from our website (www.firstmininggold.com).

Project description, location and access

The Cameron Gold Project is wholly-owned by us through our wholly-owned subsidiary, Cameron Gold. The Cameron Gold Project comprises 226 unpatented claims, 24 patented claims (mineral rights only), seven mining licences of occupation ("**MLO**") and four mining leases. All of the claims are located within unsurveyed crown lands, mainly within the Rowan Lake area, though some claims are situated in the Tadpole Lake, Brooks Lake and Lawrence Lake areas.

The total area of the project is approximately 448.53 km^2 (44,853.2 ha).

The Cameron Gold Project currently consists of two project areas; namely Cameron (which includes the Cameron deposit) (the "**Cameron Deposit**") and West Cedartree (which includes the Dubenski and Dogpaw deposits). The Cameron Gold Technical Report covers only the Cameron Deposit and Mineral Resource Estimate within the broader Cameron Project. The Cameron Project area comprises 152 unpatented claims, four patented claims, six mining licences of occupation and three mining leases. The West Cedartree property comprises nine unpatented claims, 20 patented claims, one MLO and two mining leases.

The Cameron Gold Project is located in the southern part of western Ontario, Canada approximately 80 km southeast of Kenora and 80 km northwest of Fort Frances. The nearest towns are Sioux Narrows and Nestor Falls, 30 km and 25 km away respectively. The Cameron Gold Project is on unsurveyed crown lands accessed by sealed and all weather gravel roads. From Kenora via Highway 17, Hwy 71 and the Cameron Lake road the distance is around 123 km. From Fort Frances via Hwy 11, Hwy 71 and the Cameron Lake road the distance is 168 km.

Underlying royalties which affect the Cameron Deposit are:

- 1.5% NSR payable to Rubicon Minerals Corp. for 47 unpatented claims. We have the option to repurchase 0.75% of the NSR for $750,000;

- 1% NSR payable to Orion Resource Partners for 20 unpatented claims, 4 patented claims, 6 MLOs and 2 mining leases;
- 2% NSR payable to Mr. Sherridon Johnson and Mr. Edward Antony Barkauskas for one unpatented claim. We have the right to repurchase 1% of the NSR for $500,000
- $0.30 per ton on all ore mined payable to the estate of W. Moorhouse and D. Petrunka for one mining lease;
- 3% NSR payable to Lasir Gold Inc. We have the right to reduce the NSR to 1.5% by payment of $1,500,000; and
- 1% NSR payable to Chalice on 133 unpatented mining claims, all of which are not encumbered by pre-existing royalties. We have the right to repurchase 0.5% of the NSR for $1,000,000.

In order to maintain the title to an unpatented mining claim indefinitely, the recorded holder of the claim is required to undertake approved work expenditure in excess of $400 per claim within two years of the granting of the claim. Work programmes and expenditure commitments can be grouped across a contiguous series of unpatented mining claims. To maintain the unpatented claims comprising the Cameron Project in good standing, we are required to incur an aggregate expenditure of $750,800 per year and to file annual assessment reports of the work that has been undertaken. The duration of a mining lease is 21 years from the date of grant. The mining leases within the Cameron Project were initially granted in 1988 and were subsequently renewed for a further 21 years in July 2009, except one mining lease which was renewed in May 2006.

History

Exploration in the area commenced in the 1940s and numerous companies have carried out prospecting, line cutting, geological mapping, trenching, soil and outcrop sampling and ground magnetic and electromagnetic geophysical surveys.

On the Cameron Gold Project there have been numerous exploration and drilling programmes. On the Cameron Deposit itself, the first drilling was undertaken in July 1960. Prior to 2010, there were 836 holes comprising in excess of 90 km of diamond drill core drilled by six companies.

In 1987 at the Cameron Gold Deposit, underground development for an extensive sampling programme was undertaken. Some 65,000 m^3 of material was excavated with some bulk sampling, diamond drilling and rock chip sampling completed. The excavated material was placed on surface at site in three separate stockpiles: one for unmineralised access development material, one for “low-grade” mineralized material; and one for “mineralized” material. The unmineralised stockpile has been used from time to time for access road maintenance. The mineralized material stockpiles have been surveyed and sampled for the purpose of reconciliation against depletion calculations but no estimate has been prepared that would permit inclusion of the material in a disclosure of resources.

Between 2010 and 2012, 242 surface diamond holes were drilled totalling 36,000 m, the majority on the Cameron Deposit.

Since 2010, the following exploration work has been carried out throughout the Cameron Gold Project consisting of:

- Airborne magnetic gradiometers survey of the project area in 2010.
- 250 km of line cutting over the property

- 142 line km of Pole-Dipole Induced Polarisation surveys (July 2010 to February 2011)
- Orientation geochemical sampling programme of surface pits around the Cameron deposit in late 2011. A total of 19 samples of around 12 kg were collected from the base of till over an area of about 900 m x 600 m.
- Excavation of 94 pits in 2013 on gold-in-till anomalies.
- Outcrop mapping and prospecting
- Heli-borne magnetics and Versatile Time-domain Electromagnetic (VTEM) over the western portion of the project in 2014. A total of 1457 line km of VTEM was flown at 200 m spacings.
- Several historical mineral resource estimates have been done for the Cameron Deposit.

In May 2014, 15 holes for 2,599.5 m were diamond drilled at the Jupiter, Ajax, Juno and Hermione prospects that are proximal to the Cameron Deposit.

Geological setting, mineralization and deposit type

The mineralisation at the Cameron Gold Project is mainly hosted in mafic volcanic rocks within a northwest trending shear zone ("**Cameron Lake Shear Zone**" or "**CLSZ**") which dips steeply to the northeast. In the south-eastern part of the deposit where the greatest amount of gold has been delineated, the shear zone forms the contact between the mafic volcanic rocks and diabase/dolerite rocks of the footwall.

Gold mineralisation occurs within quartz breccia veins, associated with intense silica-sericite-carbonate-pyrite alteration in a series of zones that dip moderately to steeply to the northeast within and adjacent to the shear zone. Gold is associated with disseminated pyrite with high sulphide concentration generally corresponding with higher gold grade. Visible gold is rare. The mineralisation is open at depth and along strike to the northwest with potential to expand the Mineral Resource in these directions.

The Cameron Deposit is a greenstone-hosted gold deposit. While the deposit can generally be considered to be part of the orogenic family of gold deposits, it bears many characteristics atypical of the largest gold deposits of this style. These features include:

- mineralisation dominated by disseminated sulphide replacement and quartz-sulphide stockwork and quartz breccia veins;
- spatial and temporal association of mineralisation with porphyry intrusive bodies that have similar alteration assemblages (taking into account primary lithological variations);
- relatively minor amounts of auriferous quartz-carbonate vein material comprising the mineralisation, which is likely temporally-late compared to the disseminated sulphide replacement and quartz breccia veins;
- high-grade mineralisation is largely deformed and the disseminated sulphide replacement zones that constitute the bulk of the mineralisation are commonly foliated; and
- the alteration assemblage of the mineralisation (sericite-albite-carbonate-pyrite) is atypical.

Exploration

Exploration at the Cameron Gold Project commenced in 1960 and has been conducted intermittently until the present day.

Drilling

A number of diamond drillhole programmes have been carried out across the Cameron Gold Project area by a number of explorers: Noranda Exploration Company Limited ("**Noranda**") from 1960 to 1961; Zahevy Mines Limited and Noranda from 1972 to 1974; Nuinsco in 1981; Nuinsco and Lockwood Petroleum Inc. from 1983 to 1984; Nuinsco and Echo Bay Mines Limited from 1985 to 1989; Nuinsco and Deak International Resources Holding Limited in 1989; Cambior Inc. in 1996; Nuinsco from 2003 to 2005; and Coventry Resources Inc. ("**Coventry**") from 2010 to 2012. In addition, an RC drilling programme was completed by Nuinsco from 1985 to 1986 to sample the overlying glacial till and the bottom of hole in bedrock to test for geochemical anomalism associated with gold mineralisation.

From 1960 through to 2012, 981 diamond drillholes were drilled for a total of 120,813 m. An additional 83 RC holes were drilled during the mid-1980s for a total of 862 m.

Underground exploration of the Cameron Deposit commenced in October 1986 and was undertaken in two phases until July 1988 to verify the surface drilling results. Overall, 457 underground diamond drillholes were completed for a total of more than 21,707 m. An additional 55 diamond drillholes were drilled from underground for a total of 4,887 m between 1989 and 1990.

Sampling, analysis and data verification

Documentation regarding historic field procedures applied by previous explorers at the Cameron Gold Deposit, including details regarding sample collection, preparation, transportation and security, and analytical techniques, is poor or non-existent. Prior to 1988, core was manually split, with half-core sent for analysis. Post 1988, drill core was cut using a masonry saw. The inclusion of control samples is assumed and is sometimes referenced in documentation but details regarding this are not documented.

For the 2010 to 2012 drill programmes, drill core was cut on site with wet masonry core saws by geotechnical personnel who are supervised by Coventry site-based geologists. The selection of intervals for cutting and the length of these intervals was based on lithological, alteration or mineralisation boundaries as defined by the supervising geologist with 1 m intervals used in zones of similar lithology. Within mineralisation the sampling intervals vary from 0.06 m to 2 m.

Samples were received at the laboratory and checked against accompanying sample dispatch sheets to ensure all samples are delivered. Any discrepancies were noted and Coventry notified that resolution was required before the samples advanced through the preparation process.

Sample preparation comprised standard laboratory techniques of (i) drying for a minimum of 8 hours, (ii) mill crushing to greater than 70% passing 2 mm, (iii) riffle splitting (using a Jones Splitter) to approximately 250 gm and (iv) disk pulverising to 85% passing 75 microns. The sample was then split to 30 g for analysis with the remainder retained as a pulp residue. The coarse remainder was put aside as a bulk residue (reject).

Overweight samples (>2.5 kg) were crushed and split into two samples, treating each as above and recombining after pulverising.

All samples were analysed for gold by accredited and independent Activation Laboratories Ltd. (**"ActLabs**") at their Thunder Bay facility using method '1A3-Tbay Au – Fire Assay Gravimetric'. The 30 g assay sample was combined with fire assay fluxes (borax, soda ash, silica and a lead oxide litharge) and silver added as a collector. The mixture was placed in a fire clay crucible, preheated at 850°C, intermediate at 950°C and finished at 1060°C over approximately 60 minutes. The crucibles were then removed from the assay furnace and the molten slag (lighter material) is carefully poured from the crucible into a mould, leaving a lead button at the base of the mould. The lead button is then placed in a preheated cupel which absorbs the lead when cupelled at 950°C to recover the silver and gold doré bead.

The gold was separated from the silver in the doré bead by parting with nitric acid. The resulting gold flake is annealed using a torch. The gold flake remaining is weighed gravimetrically on a microbalance. The detection limits are 0.03 ppm Au (lower) and 10,000 ppm Au (upper).

All drillcore from the 2010 and 2011 drilling programs is stored in covered steel core racks at the Cameron Gold Project. Every core box is labelled with Dymo tags, recording hole ID, box number and 'from' and 'to' depths.

All samples were individually bagged and labelled with unique sample numbers. Corresponding laboratory specific assay tags were included in each sample bag, which were then sealed with plastic zip-ties and batched in woven nylon bags. Samples were transported via commercial road transport on a weekly basis during drilling programmes. The samples were taken to ActLabs in Thunder Bay or to the ActLabs sample preparation facility in Dryden before being transferred to Thunder Bay for analysis.

Drill core was logged in the exploration camp at Cameron Lake. The core was logged for geology, alteration, mineralisation, structure and other geological features such as veining. The core was photographed in wet and dry condition and stored in racks prior to sampling by core cutting. The drill core was marked up with the sample intervals and the core was cut using a diamond blade saw. Sample tickets were stapled into the wooden core trays and the other half put into the sample bag. The sample number was also written on the outside of the calico sample bag for identification and sorting purposes. The core is stored in the exploration facility at the Cameron Property. This has dedicated covered racks for storing drill core, wooden crates for sample residues, and sea containers for sample pulps.

All samples were individually bagged and labelled with unique sample numbers. Corresponding laboratory specific assay tags were included in each sample bag, which were then sealed with plastic zip-ties and batched in woven nylon bags. Samples were transported via Gardewine North commercial road transport of Kenora. The samples were taken to ActLabs in Thunder Bay. Confirmation was sent to Chalice that the security tags were intact, and that the numbers match the sample despatch request.

As part of its QA/QC review, Optiro Pty Ltd. ("**Optiro**") was provided a Microsoft access database containing two QA/QC tables. One table comprised standards and blanks and one table comprised duplicates assay results. Optiro exported these tables into CSV format and imported the QA/QC results into data analysis spread sheets to review the Cameron QA/QC results.

The underground drilling data collected between 1987 and 1989 was considered critical to the quantity and quality of the 2014 Mineral Resource Estimate, and as no QA/QC information was available, Coventry undertook a re-sampling program in order to establish confidence in the assay results. The Coventry re-sampling programme targeted mineralisation in and around the underground development. Remaining core was quartered either using a core saw or manually (depending on core condition) over the same sample intervals as currently recorded in the database. The re-samples were prepared and assayed in exactly the same manner that samples from Coventry's diamond drilling programme were processed with sample preparation and analysis carried out at ActLabs in Thunder Bay. This re-sample programme provided 816 directly comparable assay results, from a total of 1,904.6 m of drill core. The comparison is between half core (original sample) and quarter core (resample).

Optiro only managed to identify 101 samples recorded in the QA/QC database to be duplicate samples and that were submitted by Coventry in 2010 and 2011. Optiro's analysis of the 101 identified quarter core duplicate samples indicates a poor repeatability of grades between paired samples with a correlation coefficient of 0.24. The results suggest that the duplicate samples are under reporting compared to the original grades at gold grades of less than 1 g/t Au, and over reporting compared to the original grades at gold grades of greater than 2 g/t Au.

Results from the scatter plot, precision plot and relative difference plots highlight a moderate to poor precision and poor repeatability of duplicates from this resample programme. In Optiro's opinion the repeatability and precision of these duplicates does not demonstrate a high level of confidence. However, the small number of samples does not in Optiro's opinion provide definitive evidence of issues with the duplicate repeatability. Optiro notes that consideration for differing sample volumes i.e. manually split half core (versus) sawn quarter core needs to be taken into account when reviewing duplicate analysis results. As such, whilst Optiro recommends that First Mining needs to review the performance of the Coventry resample programme further, Optiro considers these results to be adequate for resource estimation.

Optiro has identified 249 blanks submitted by Coventry as part of its resample programmes in 2010 and 2011. Of the 249 blanks submitted four returned grades above 0.03 g /t Au. This represents a failure rate of less than 2%. Optiro considers these results to be adequate for resource estimation.

Optiro identified 236 standards submitted by Coventry as part of its resample programmes in 2010 and 2011. Of the 236 standards submitted, 10 different Certified Reference Material ("**CRM**") standards with gold grades ranging from 0.38 g/t to 7.97 g/t Au were used during the Coventry resample programme. A total of 55 gold standards fall outside three standard deviations which represents a failure rate of approximately 23%. When graphed, it is evident that a large number of the standard failures are potential sample swaps (i.e. incorrect standard labelling or blanks labelled as a standard). However, due to the close gold grades of a number of standards, it is not possible to determine with 100% accuracy what the actual standard ID might be.

Optiro does not know whether Coventry resubmitted all failed batches for re-analysis.

Optiro considers that the sample swaps should be rectified in the database so that the QA/QC performance is representative of the performance of the standards. In taking these into account, Optiro considers that the CRM assay performance is adequate for estimation.

As part of their 2010 to 2012 drilling programmes, Coventry submitted standards, duplicates and blanks as part of their quality control program.

The blank material was obtained from a granite quarry and whilst not certified, was considered by Coventry to be sufficiently homogenous and unmineralised to act as barren material. Of the 921 blanks submitted eight (8) returned grades above 0.03 g /t Au. This represents a failure rate of less than 2%. These failures were reviewed at the time by Coventry and were considered to be potential laboratory contamination issues. Optiro considers these results adequate for resource estimation.

Of the 921 standards submitted, six were recorded as have grades of -99. Optiro removed these standards from the database prior to any further analysis. A total of 12 different CRM standards with gold grades ranging from 0.69 g/t Au to 7.97 g/t Au were used during the Coventry drill programs.

The provided database contained 901 quarter core duplicate samples collected by Coventry during the 2010 to 2012 drilling programmes. The duplicates demonstrate a moderate correlation coefficient (0.83) indicating moderate repeatability of grades between paired samples.

The relative precision of a field duplicate dataset is determined by calculating the absolute difference between the two sample's grades divided by the mean of the sample pairs. Good or high precision suggests that the paired samples are consistent with each other, both samples have been well homogenised and that sample size (weight) is adequate to be representative of the material collected from the drillhole. Poor or low precision suggests that the samples have been poorly prepared, have a high inherent nugget, poor assaying, or are not large enough to be representative. Of the duplicates submitted to Actlabs, 74% of assays were within 5% precision, 76% within 10% precision, and 78% within 15% precision.

Results from the scatter plot, precision plot, and relative difference plots highlight a moderate to poor precision and moderate to poor repeatability of duplicates from these phases of drilling. Part of this could be due to the use of chisel vs. saw splitting, or the use of quarter vs. half core samples, which Optiro does not consider to be a true representative duplicate sample when dealing with gold mineralisation. As previously stated, taking into account consideration for differing sample volumes (i.e. half core versus quarter core), Optiro considers these results to be adequate for resource estimation.

In 2014, Chalice undertook a resampling program to provide additional confidence in the underlying drillhole sample assays results used for Mineral Resource estimation. The samples selected were considered to be spatially representative of the majority of the Cameron Gold Deposit with an emphasis on near surface locations. A total of 492 pulps and 325 coarse rejects were selected from the existing drillholes within the following series:

- Historical holes – resample of pulp samples only
- Coventry 2010 holes – pulps and rejects
- Coventry 2011 holes – pulps and rejects.

The following is an overview of the pulp sampling program taken from the Chalice 2014 Report.

- Selected pulp samples were sent to AGAT Laboratories of Mississauga, Ontario – the Umpire Laboratory
- The samples were not re-numbered given the sample sequence had never been seen by this laboratory
- The laboratory was requested to place an "A" prefix to the start of the sample number to distinguish these results from the original results.
- Standards and Blanks were included with these samples positioned in the same location sequence as in the original submission; a new Standard was placed in the position of the original Standard (the original Standard sample being exhausted by the analytical process) whilst the Blanks were retained from the original submissions.

The selected samples were renumbered (for disguise) and re-submitted to ActLabs to preparation and analysis by the method adopted by Coventry and described in previous reports.

Standards and Blanks were included with these samples positioned in the same location sequence as in the original submission; a new Standard was placed in the position of the original Standard (the original Standard sample being exhausted by the analytical process) whilst the Blanks were retained from the original submissions.

Results from the pulp duplicate analysis indicates a good repeatability of pulps, while results from the coarse reject analysis illustrates that the average grade of the rejects is 4% lower than the original sample. Optiro was not provided with this data and as such has not been able to replicate these results.

Optiro considers the assay performance of the pulp and reject samples to provide good support for the representivity of the analytical results and for mineral resource estimation.

In 2015, Chalice undertook two resampling programs of unsampled intervals within the Cameron Shear Zone. Optiro has based the following analysis of standards, duplicates and blanks submitted as part of the 2015 resampling programs based on the coding in the provided database.

Of 1,608 blanks submitted during the 2015 resample program, 10 returned grades above 0.03 g/t Au. This represents a failure rate of less than 1%. Optiro considers these results to be a good measure of the sample preparation process and acceptable for resource estimation.

Of 1,644 standards submitted, 10 were recorded as 'sample consumed'. Optiro removed these standards from the database prior to any further analysis. A total of 9 different CRM standards with gold grades ranging from 0.34 g/t Au to 7.97 g/t Au were used during the Chalice resample programmes.

A total of 144 gold standards fell outside of three standard deviations, which represents a failure rate of approximately 9%. The majority (but not all) of the failures appear to be sample swaps (i.e. incorrect standard labelling or blanks labelled as a standard). In this program, Chalice did not resubmit failed batches for re-analysis but Optiro recommends implementation of this protocol for future programs. In addition, Optiro notes the presence of what appears to be cyclic trends in the standard results. Further investigation into these trends is recommended.

Of 1,629 quarter core duplicates submitted, one was recorded as having a grade of -99. Optiro removed this sample from the database prior to any further analysis. The duplicates demonstrate a moderate correlation coefficient (0.79) indicating a moderate repeatability of grades between paired samples. Optiro notes there are a number of original samples (43) with barren grade (<0.03 g/t Au) where the duplicate has returned gold grades ranging from 0.1 g/t Au to 2.42 g/t Au. Furthermore, there a number of duplicate samples (47) of barren grade with an original grade ranging from 0.1 g/t Au to 3.1 g/t Au, suggesting that there are potentially sample swaps.

The relative precision of a field duplicate dataset is determined by calculating the absolute difference between the two sample's grades divided by the mean of the sample pairs. Good or high precision suggests that the paired samples are consistent with each other, both samples have been well homogenised and that sample size (weight) is adequate to be representative of the material collected from the drillhole. Poor or low precision suggests that the samples have been poorly prepared, have a high inherent nugget, poor assaying, or are not large enough to be representative. Of the duplicates submitted to Actlabs 86% of assays were within 5% precision, 87% within 10% precision, and 88% within 15% precision.

Results from the scatter plot, precision plot, and relative difference plots highlight a moderate precision and a moderate repeatability of duplicates from these resampling programs.

Based on the good correlation coefficient and moderate repeatability performance of the duplicate samples Optiro considers the results from the Chalice 2015 resampling program to be acceptable for use in a mineral resource estimate.

Aside from the pulp resample programme undertaken by Chalice in 2014, Optiro is unaware of any additional umpire duplicate sampling that has taken place at Cameron Gold Project.

Data verification has been carried out by the author to verify the following elements:

- Deposit location and geology confirmed by site visit to view outcrop exposures, drill core samples and photographs of drillcore
- Drill collar locations and grid co-ordinates verified by GPS check of randomly selected drillhole co-ordinates
- Downhole survey deviation compared on an random selection of drillholes
- Quantum of stated mineralisation supported by independent sampling of mineralisation
- Assay integrity verified by sample QA/QC analysis, no significant bias identified

Primary source data (surveys, downhole survey information, assay certificates) checked against database for errors and no material issues identified.

The results of the data validation process have verified the accuracy and integrity of the information provided by Chalice. It is Optiro's opinion that the Cameron database is acceptable for the purpose of mineral resource estimation.

Mineral processing and metallurgical testing

A number of preliminary metallurgical studies have been carried out on samples from the Cameron Property from 1985 to the present. Multi-element geochemical assays of the samples from the drillholes drilled between 2010 and 2012 have indicated that concentrations of deleterious elements (such as sulphur) are not significant.

Metallurgical test work carried out on samples representative of the style of mineralization at the Cameron Gold deposit showed that recoveries of 92% to 93% were returned from direct cyanidation of samples ground to 75 lm. The results also showed that the recoveries were grind sensitive with maximum recoveries at a P80 grind size in the range 53 to 75 lm. An alternative processing regime of sulphide flotation (mainly pyrite), regrind of flotation concentrate followed by intensive cyanidation of flotation concentrate and flotation tailings provided gold recoveries marginally higher than direct cyanidation. At a grind size of 75 lm the optimum leach time was approximately 24 hours.

Test work completed in 2013 by the Vancouver branch of SGS used a composite sample taken from 17 drillhole intersections from 14 separate drillholes at the Cameron Project. Comminution tests indicated that:

- rod and ball mill bond work indices are low;
- moderate abrasion index within typical ranges for dolerite-basalt material; and
- JK breakage parameters indicating the material is highly competent.

Gravity recoverable gold is typically around 25% with no improvement in overall recovery after gravity recovery with cyanidation of the gravity tails. Test work carried out in 2014 showed that cyanide in leach processing at a P80 of 75 lm would recover 92.5% of gold with a cyanide usage of 0.2 kg/t and lime usage of 1.2 kg/t. This result was an improvement on direct cyanidation in terms of reagent usage with a lower recovery (92.5% vs. <95% cyanidation). No processing issues or deleterious elements have been identified that could have a significant effect on potential mineral extraction in metallurgical test work completed to date.

Mineral resource estimates

The mineral resource estimates for the Cameron Deposit have been generated from drillhole sample assay results. The interpretations are based on an integrated 3D geological model that defines the relationships of the geological elements at the Cameron Property. The interpreted mineralisation wireframes (using a nominal 0.4 g/t Au, and 0.25 g/t Au cut-off grade for low grade domains) have been used to constrain gold grade estimates. There are eight mineralisation domains that are split into two global areas – 'northern' and 'southern', with the separation defined by a set of northwest (grid) striking quartz feldspar porphyry ("**QFP**") dykes. The southern domain is the most strongly mineralised. The stronger mineralisation is attributed to being dominantly mafic hosted with an inflection point in the Cameron Lake Shear Zone and resultant dilation zone defined by north-south striking hangingwall and footwall QFP dykes.

Block grade estimation parameters have been defined on the basis of geology, drillhole spacing and through geostatistical analysis of the data. Top-cut 1.0 metre composite samples informed the block grade estimate by ordinary kriging ("**OK**") into a panel size of 5 mE by 10 mN and 5 mRL, which is considered appropriate for the distribution of sample data and the deposit type. Sub-celling of the parent cells to 0.625 mE by 2.5 mN and 1.25 mRL was enabled to ensure good volumetric correlation with the mineralisation wireframes.

The mineral resource estimates have been classified by the geological understanding, data spacing, block proximity to sample locations, underground development and confidence in the block model grade estimate. The mineral resource estimate has been reported in accordance with the Standards on Mineral Resources and Reserves of the Canadian Institute of Mining, Metallurgy and Petroleum 2014 Definition Standards.

The mineral resources have been reported using updated constraints and cut-off grades. The mineral resource is tabulated in the Table A below for Measured and Indicated Mineral Resources and in Table B for Inferred Mineral Resources.

Table A – Measured & Indicated Mineral Resource statement as at January 17, 2017

Mineral Resource Classification	Open-Pit Constraint	Gold cut-off (Au g/t)	Tonnes	Gold g/t	Gold (Ounces)
Measured Mineral Resource	Within US$1,350 open-pit shell	0.55	2,670,000	2.66	228,000
Indicated Mineral Resource	Within US$1,350 open-pit shell	0.55	820,000	1.74	46,000
Measured + Indicated			3,490,000	2.45	274,000
Mineral Resource Classification	**Underground Constraint**	**Gold cut-off (Au g/t)**	**Tonnes**	**Gold g/t**	**Gold (Ounces)**
Measured Mineral Resource	Below US$1,350 open-pit shell	2.00	690,000	3.09	69,000
Indicated Mineral Resource	Below US$1,350 open-pit shell	2.00	1,350,000	2.80	121,000
Measured + Indicated			2,040,000	2.90	190,000
TOTAL MEASURED + INDICATED			**5,530,000**	**2.61**	**464,000**

Table B – Inferred Mineral Resource statement as at January 17, 2017

Mineral Resource Classification	Open-Pit Constraint	Gold cut-off (Au g/t)	Tonnes	Gold g/t	Gold (Ounces)
Inferred Mineral Resource	Within US$1,350 open-pit shell	0.55	35,000	2.45	3,000
Mineral Resource Classification	**Underground Constraint**	**Gold cut-off (Au g/t)**	**Tonnes**	**Gold g/t**	**Gold (Ounces)**
Inferred Mineral Resource	Below US$1,350 open-pit shell	2.00	6,500,000	2.54	530,000
TOTAL INFERRED			**6,535,000**	**2.54**	**533,000**

The Measured and Indicated Mineral Resources are defined in the areas of the deposit that have the highest drilling density along with underground development that has exposed and sampled the deposit on three levels of drift development.

Pickle Crow

Technical report

The description in this section of our Pickle Crow gold project (the "**Pickle Crow Project**") is based on the project's technical report: *An Updated Mineral Resource Estimate for the Pickle Crow Property, Patricia Division, Northwestern Ontario, Canada* (dated June 15, 2018) (the "**Pickle Crow Technical Report**"). The report was prepared for us in accordance with NI 43-101, by or under the supervision of B. Terrence Hennessey, P.Geo., a qualified person within the meaning of NI 43-101. The following description has been prepared under the supervision of Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person within the meaning of NI 43-101, but is not independent of us.

The conclusions, projections and estimates included in this description are subject to the qualifications, assumptions and exclusions set out in the Pickle Crow Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the Pickle Crow Technical Report in its entirety to fully understand the project. You can download a copy from our SEDAR profile (www.sedar.com), or from our website (www.firstmininggold.com).

Project description, location and access

The Pickle Crow Property is located in northwestern Ontario about 400 km north of Thunder Bay and approximately 11 km east of the town of Pickle Lake. The Pickle Crow Property is centred at approximately 51º 31' North latitude and 90º West longitude in NTS map area 52O/11.

The Pickle Crow Property can be reached from the city of Thunder Bay by proceeding westerly on the paved TransCanada Highway (Highway 17) for approximately 245 km to the town of Ignace and then northward on paved Provincial Highway 599 approximately 290 km to the town of Pickle Lake. From Pickle Lake, access to the Pickle Crow Property is along a good gravel road that connects to Highway 599 near the village of Central Patricia. The western boundary of the Pickle Crow Property is 6.5 km from the turn off at Highway 599. The total road distance to the Pickle Crow Property from Thunder Bay is approximately 545 km.

In 2011, the Pickle Crow Property consisted of 98 contiguous patented mining claims covering a surveyed area of 1,583 ha. On August 6, 2014, an additional 8 patented mining claims were acquired from Frontline Gold Corporation ("**Frontline**") which increased the total property area to 1,712 ha. Additional property acquisitions, including 28 claims from Metalcorp Limited ("**Metalcorp**"), have increased the number of unpatented mining claims to 88, comprised of 878 units covering an area of approximately 14,048 ha.

Through our wholly-owned subsidiary, PC Gold, we are party to a 99 year mining lease (the "**Mining Lease**") with Teck Resources Limited ("**Teck**") which expires July 31, 2067. The Mining Lease requires payment of $1.00 per year which has been prepaid in full in advance. Registered ownership of mineral rights and surface rights for the Pickle Crow patented claims is held by Teck as 'fee simple, absolute', the highest level possible.

Our leasehold interest in the original 2008 Pickle Crow Property is additionally subject to two NSRs totalling 1.25% that are payable upon the commencement of commercial production. We have the option of purchasing these royalties.

The 8 patented claims and a further 5 unpatented claims acquired from Frontline are subject to a 2% NSR royalty in favor of Frontline, one half of which may be purchased by the Company at any time for $1 million. This NSR is only payable upon the commencement of commercial production.

Certain of the claims acquired from Metalcorp are subject to a 2% NSR royalty in favour of Metalcorp one-half of which may be purchased by the Company at any time for $2 million. The balance of the claims are subject to a 1% NSR royalty in favour of Metalcorp, one-half of which may be purchased by the Company at any time for $1 million, and a 1% NSR royalty in favour of each of two individuals (for an aggregate 2% NSR), one-half of which may be purchased by the Company at any time for $1 million. The consideration for the NSR royalties may be paid in cash or, at the option of the Company, in common shares of the Company, valued by reference to the market price of the Company's common shares prevailing on the date on which the Company becomes obligated to pay such consideration.

Fourteen unpatented claims belonging to the property known as 'Pickle Lake #6' are subject to a 2% NSR royalty payable to Cadillac Ventures Inc. ("**Cadillac**"). The Company has the option to acquire one-half of the 2% NSR royalty within 3 years of the commencement of commercial production on the Pickle Lake #6 claims by paying to Cadillac $1 million.

The unpatented portion of the Pickle Crow Property is subject to assessment work requirements.

All phases of our exploration activities on the Pickle Crow Property are subject to environmental regulation. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation and provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain exploration and mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulations may result in the imposition of fines and penalties. In addition, certain types of exploration and mining activities require the submission and approval of environmental impact assessments.

The Pickle Crow Property has, over the course of the past two decades, been subject to several environmental studies which examined, among other things, water quality and its impact, if any, on the health of aquatic populations in the watershed encompassing it. These preliminary studies indicate that in spite of the history of mining on the Pickle Crow Property, including a significant volume of historical tailings sitting in four tailings basins on surface and extensive areas of flooded mine workings, water quality samples generally meet provincial water quality standards. This appears to be due in part to the generally low sulphide content and natural buffering effect of the carbonate minerals found in the vein ore historically mined.

History

The Pickle Crow deposit was originally discovered in the early 1930s and commercial production at the mine began in 1935. The Pickle Crow mine operated until 1966 during which time it produced 1,446,214 troy ounces of gold and 168,757 troy ounces of silver from 3,070,475 tons of ore milled (at an average grade of 0.47 oz./t or 16.14 g/t). The Pickle Crow Property sat dormant from 1966 to the late 1970s.

In 1979, a VLF-EM (very low frequency-electromagnetic) geophysical survey of the Pickle Crow Property was performed and 47 surface diamond drillholes for 7,356 m were drilled. The only known soil geochemical survey done on the Pickle Crow Property was completed in 1983. The samples were collected along the same cut grid lines as used for the VLF-EM survey. Soil values ranged from 10 to 12,000 ppb, with the high values attributed to the mine tailings and thought to be cultural anomalies.

Between 1985 and 1987, the most extensive exploration program on the Pickle Crow Property since its closure and up to that time was completed. The program consisted of line-cutting, magnetometer and induced polarization geophysical surveying, geological mapping, surface trenching, diamond drilling and environmental baseline studies. In total, 286 surface diamond drillholes drilled for 46,189 m and 79 underground diamond drillholes for 9,341 m which were completed between 1985 and 1988. Following completion of the program, all shafts, ventilation raises and other surface openings were capped with concrete in 1989 after an estimated $9.2 million was spent on the Pickle Crow Property. Two historic (non-NI 43-101 compliant) resource estimates were commissioned, one in April of 1988 and a second in December of 1988.

A total of four surface diamond drillholes for 2,287 m were drilled in the fall of 1998. An additional 18 surface diamond drillholes were completed in 1999 for 2,173.5 m.

Between 1999 and 2001, two bulk samples were taken from the No. 5 Vein and No. 1 Vein crown pillars respectively.

In 2002, the building of a 225 t/d extreme gravity mill was commenced on the site, a partially complete production closure plan was submitted to the then MNDM and construction of a tailings management facility within the historic Pickle Crow tailings area began. Stockpiling of material mined from the historic No. 1 Vein shaft and crown pillar area in the summer of 2002 also commenced.

On May 13, 2008, PC Gold acquired its interests in the Pickle Crow Property. It then launched the current exploration program in conjunction with the staking of surrounding unpatented claims which now define the boundaries of the current Pickle Crow Property.

Geological setting, mineralization and deposit types

The Pickle Crow Property lies within the Pickle Lake greenstone belt, part of the Uchi Subprovince, which is within the Superior Province of the Canadian Shield. The Pickle Lake greenstone belt comprises an approximately 70-km long by 25-km wide area of supracrustal rocks and internal granitoid plutons surrounded by large granitoid batholiths.

The supracrustal rocks have been deformed and metamorphosed to greenschist facies with amphibolite facies occurring in the thermal aureoles of younger plutonic bodies. The Pickle Lake greenstone belt is subdivided into four tectono-stratigraphic assemblages including:

- The Pickle Crow assemblage.
- The Kaminiskag assemblage (not present on the Pickle Crow Property).
- Unnamed Temiskaming-like assemblage.
- The Confederation assemblage.

On the Pickle Crow Property, the Pickle Crow assemblage is dominated by tholeiitic basalts with intercalated sediments (primarily banded iron-formation, sometimes referred to as BIF), and rare calc-alkaline volcanic and volcaniclastic units. The assemblage occupies the northwestern part of the greenstone belt and is interpreted to be unconformably overlain by the Confederation assemblage.

Gold mineralization on the Pickle Crow Property is orogenic in nature and occurs in complexly folded and sheared, mainly tholeiitic, volcanic rocks of the Pickle Crow assemblage near its contact with calc-alkaline volcanic/volcaniclastic rocks of the Confederation assemblage. Host rocks for the mineralization include tholeiitic lavas, banded iron formation, intermediate volcanic/volcaniclastic rocks and quartz feldspar porphyry. Gold occurrences on the Pickle Crow Property are associated with four styles of mineralization:

- Narrow, high-grade gold-scheelite-bearing quartz veins, which were the main source of gold produced at the Pickle Crow mine from 1935 to 1966.
- Iron formation-hosted gold mineralization adjacent to vein structures. The iron formation contains stringers and discontinuous lenses of quartz and the iron-bearing minerals have been replaced by sulphides. Both quartz and sulphides are gold- mineralized. Only a limited amount of this type of material was processed at the Pickle Crow mine. However, iron formation-hosted gold was the main ore type at the adjacent Central Patricia mine to the southwest.
- Shear zone-hosted gold mineralization consisting of complex wide zones of intense shearing and alteration which are intimately associated with the intrusion of the Albany porphyry and characterized by disseminated pyrite, discontinuous quartz veining and sulphidation of interflow iron formation.
- Arsenopyrite-associated gold mineralization which typically occurs as disseminated to semi-massive arsenopyrite and quartz-arsenopyrite stockworks hosted by iron formation but can be also found, to a lesser extent, in shear zones and/or quartz veins in volcanic rocks. Similar arsenopyrite-rich iron formation-hosted gold was the main ore type at the adjacent Central Patricia mine.

We consider the gold occurrences in the Pickle Lake mining camp to be classical examples of deposits grouped under the descriptive model of Archean low-sulphide gold- quartz veins. This deposit type is also known as shear- zone-hosted gold, Archean quartz-carbonate vein gold deposits, Archean lode gold, Archean mesothermal gold or orogenic gold.

Exploration

In 2007, sourcing and compilation of available historical data was started.

In October 2007, a total of nine samples were collected from the Pickle Crow Property. Two types of samples were obtained on a spontaneous and random basis: eight field duplicate split core samples from a series of drillholes that are stored at two locations on the Pickle Crow Property and one composite chip channel sample taken from the outcropping one vein in its bulk sample pit.

Starting in the spring of 2008 PC Gold commenced an extensive exploration program consisting of locating historical drill collars with a differential GPS; surveying historical shafts; reconnaissance geological mapping and relocating historical trenches; limited channel sampling and mapping of historical trenches and diamond drilling of 33 holes with up to 2 rigs totalling 8,638 m in the core mine trend to confirm historical holes. This program confirmed the results of historical drillholes and provided confidence in the digital database.

Field exploration was renewed in the spring of 2009 with a focus continuing on the core mine trend. This exploration program consisted of diamond drilling of 34 holes with up to 3 rigs totalling 14,308 m; shallow drilling targeting; U-Pb age dating of detrital zircons from two samples; line cutting (114.9 km) on the core mine and Cohen-MacArthur trends; a Titan IP (71.45 line-km, 80.25 km with current extensions) and ground magnetometer survey (110 line-km); and prospecting with a focus on the Cohen-MacArthur trend. The most significant results of the 2009 program were the discovery of Conduit Zone 1, the discovery of Pickle Crow type high-grade veins hosted in intermediate volcanic rocks and gabbro of the Confederation assemblage (Confederation veins), possibly representing surface expression of a vein, the identification of Temiskaming-like sediments in the core mine trend, and the identification of the Cohen-MacArthur trend by geophysics.

In 2010, exploration continued with the focus remaining on the core mine trend but expanding to include the Cohen-MacArthur trend. The exploration program consisted of diamond drilling of 106 holes with up to 4 rigs totalling 35,545 m, including helicopter supported drilling; and trenching program consisting of 9 trenches totalling approximately 32,000 m^2 including 1,707 channel samples. The most significant results of the 2010 program were the discovery of the no. 19 vein, the Kawinogans Zone and the Central Pat East Zone and the extension of the No. 1 Vein 700 m below the historical workings. The No. 20 and 21 Veins were also discovered.

The exploration program continued in Q1 2011 with drill testing of the core mine but with a focus on regional targets along the Cohen-MacArthur trend. The exploration program consisted of diamond drilling of 11 holes with up to 3 rigs, totalling 4,476 m; 881.4 line-km of 50-m spaced helicopter borne AeroTEM and magnetometer surveys; and completion of baseline water sampling and sampling of stockpiled high and low grade ore for finalizing the closure plan. Significant results of the 2011 exploration program include the expansion of the Central Pat East Zone as a possible near surface, bulk tonnage target and the continued expansion of the No. 19 Vein.

On April 18, 2011, PC Gold announced a 1.26 million ounce NI 43-101-compliant inferred mineral resource, audited by Micon International Limited ("**Micon**"), which triggered the preparation of the Pickle Crow Technical Report.

Drilling

Since acquiring the Pickle Crow Property in early May 2008, PC Gold has conducted an aggressive diamond drill program designed to confirm and expand the historic resources and make new discoveries. The most prominent of these new discoveries was the No. 19 Vein with 15.95 g/t Au over 0.70 m. Follow-up intercepts of the zone included 43.28 g/t Au over 13.13 m and are considered by PC Gold to represent the most significant discovery since the closure of the mine in 1966. Other discoveries include the Conduit Zones in the Albany Shaft area and the Central Pat East Zone along the Cohen-MacArthur trend.

A total of 184 holes totalling 62,968 m were drilled on the Pickle Crow Property between June 2008 and March 12, 2011. Drilling was completed in three phases as described above.

All holes were drilled with NQ-sized core (47.6 mm) with the exception of 9 BQ Thin Wall holes (40.7 mm) drilled.

The bulk of the PC Gold holes were drilled in the core mine trend with the second largest concentration along the Cohen-MacArthur trend. Several new mineralized zones were intersected. Other newly discovered zones include the No. 20 and 21 Veins, the Confederation Veins, and the Kawinogans Zone. Significant extensions to known zones include extending the No. 1 Vein at Shaft 1 to 1,500 m depth and the intersection of abundant quartz veining beneath the workings of Shaft 3 which is interpreted to be the extension of the No. 6 and 7 Veins.

The drilling program has extended several known zones and outlined new discoveries. These include high grade, narrow vein targets and more disseminated bulk tonnage targets which may be amenable to open pit or underground bulk mining.

Since 2011, 173 new holes have been drilled totalling 35,840.4 m. The 2011 to 2014 drilling concentrated mainly on the core mine trend and postulated eastward extensions of the Central Patricia trend. The principal targets on the core mine trend were the No. 1 and No. 5 Veins and the BIF.

Sampling, analysis and data verification

Two types of sample collected by PC Gold during exploration of the Pickle Crow Property were used in the preparation of the mineral resource estimate presented in the Pickle Crow Technical Report, channel samples from trenches and diamond drill core. Sampling procedures remained the same after the previous 2011 mineral resource report.

Channel Samples – Collection of the trench channel samples was completed after the trenches were excavated, washed and mapped. Channel sampling was performed utilizing a Stihl 'quick-cut' rock saw. Two continuous parallel cuts were sawn approximately 5 cm apart and approximately 5 cm deep, with the rock in between then chipped out using a chisel. Sample lengths varied between 0.3 and 2.0 m averaging 0.90 m. Each sample was placed in a thick plastic bag with the sample number clearly written on the outside of the bag with permanent marker and with one portion of a three part sampling ticket placed inside. Each sample was sealed with a cable strap. The location of the samples was noted in the sample book and on the trench map. Aluminum tags with etched sample numbers were hammered into the cross cuts, using cement nails, at the beginning of each sample interval for a permanent record on the trench. Once collected, the samples were bagged and shipped as per the sample shipment procedures described below, with the exception that all channel samples were shipped to AGAT Laboratories Ltd. (**"AGAT"**) of Mississauga, Ontario.

Diamond Core Logging and Sampling – NQ diameter (47.6 mm) drill core was logged, then sawn in half using diamond bladed saws at the secure logging/core-cutting buildings onsite, under the overall supervision of the logging geologists. The core was sawn in half following a sample cutting line determined by the geologists during logging. After cutting, one half of the core was bagged, labelled and sealed with a zip tie or staples after one part of the three part sample tag was placed inside. The second part of the sample tag was stapled into the core box at the beginning of each sample. The third part of the tag was kept in the sample tag book as a permanent record. The remaining half core was placed in core boxes to serve as a permanent record and stored in a secure onsite facility. All samples were shipped from the site in a locked wooden crate with security tags. The samples were transported via Manitoulin Transport to laboratory preparation facilities in Thunder Bay, Ontario for crushing, pulverization and pulp preparation. In 2008, samples were shipped to ALS Chemex's ("**ALS**") facility in Thunder Bay. In 2009 and 2010, samples were sent to Accurassay in Thunder Bay.

Once the core/channel samples were cut, bagged and sealed with zip ties or staples, ten samples were put into a larger rice bag, which was then sealed with a secure, numbered security tag. The security tag numbers were recorded along with the corresponding samples within the bag, and then shipped in the locked wooden crates to the laboratory. Once they arrived at the laboratory, the security tags and corresponding samples were recorded again by the laboratory and emailed back to the PC Gold field site for confirmation. Prior to shipment the sample bags were stored in a locked building onsite. The site was always occupied during exploration. No samples were left at the project site during field breaks.

A total of 5,797 drill samples, which include QA/QC samples (i.e. duplicates, standards and blanks) were submitted to ALS in 2008 for analysis. A total of 42,392 drill samples, including QA/QC samples, were submitted to Accurassay in 2009 and 2010 for analysis. A total of 1,577 channel samples, including QA/QC samples, were submitted to AGAT in 2010 for analysis.

For the analysis of Pickle Crow Property drill core samples, ALS was chosen as the primary laboratory in 2008. Accurassay was chosen as the primary laboratory for drill core samples in 2009 and going forward.

In 2008, samples were crushed and prepared at ALS' facilities in Thunder Bay, Ontario and sample pulps were shipped to its North Vancouver, British Columbia laboratory for analysis. ALS' facilities in Thunder Bay are certified to ISO 9001. The laboratory in North Vancouver is accredited to ISO 17025 for gold fire assay by atomic absorption and gravimetric finish as well as four-acid multi-element analysis by ICP and MS. In 2009 and 2010, samples were crushed, prepared and analyzed at the Accurassay facility in Thunder Bay, Ontario. Accurassay is accredited to ISO 17025 for gold by fire assay with atomic absorption finish. The trench channel samples were assayed at AGAT in Mississauga, Ontario. AGAT is accredited to ISO 17025.

All samples sent to ALS for analysis were prepared using a jaw crusher, which was cleaned with compressed air between samples, resulting in 70% of the sample passing through a 10 mesh screen. A 1,000 g split of the crushed sample was then pulverized to 85% passing a 200 mesh screen. All samples sent to Accurassay for analyses were prepared using a jaw crusher, which was cleaned with a silica abrasive between samples, resulting in 90% of the sample passing through an 8 mesh screen. A split of the crushed sample weighing 1,000 g was then pulverized to 90% passing a 150 mesh screen. AGAT's sample preparation procedures include crushing to 75% passing 2 mm and pulverizing to 85% passing 75 µm.

For all three laboratories, the prepared sample pulps were analyzed for gold by fire assay using 50-g sample charge with AAS finish. If the returned assay result was equal to or greater than 5 g/t then the sample was reassayed by fire assay with gravimetric finish. All samples greater than 10 g/t, and any samples suspected of nugget gold (quartz veins) were additionally sent for pulp metallics analysis using the remainder of the pulp (~950 g of sample).

PC Gold has completed bulk density measurements on 2,602 samples of mineralized and unmineralized diamond drill core, and select grab samples from "ore" stockpiles onsite from the Pickle Crow mine. Of these, 1,918 measurements were used in the calculation of average specific gravity for the Pickle Crow Property. During a review of the data, 684 measurements were discarded due to laboratory errors that produced unrealistic specific gravity values.

Diamond drillhole data and trench data were stored in Excel spreadsheets. These can easily be imported into Microsoft Access database software and used in many resource estimation/mine planning software packages. We also use Gemcom software to evaluate drill results and has the finalized data stored in Microsoft Access. Excel is used to manage the data and QA/QC program.

The Pickle Crow Project QA/QC program includes the use of crush duplicates, ¼-split drill core (field duplicates), the insertion of certified reference materials including low, medium and high grade standards and coarse blanks. This is accomplished by inserting the QA/QC samples sequentially in the drill core sample numbering system. One set of the four QA/QC types were inserted every 30 samples, consisting of 1 crush duplicate, 1 quarter-split field duplicate, 1 standard (alternating between a low, medium and high standard), and 1 blank. This resulted in approximately every seventh sample being a QA/QC sample.

Sample assay results are evaluated through control charts, log sheets, sample logbook and signed assay certificates to determine the nature of any anomaly or failure. Identified failures are re-assayed by the laboratory at which the failure occurred until a cause of the failure and correct analysis is obtained. Check assaying is also conducted on approximately 1 in every 20 samples. The pulps are re-numbered with new, sequentially-inserted QA/QC samples and sent to a second ISO certified laboratory (Actlabs of Ancaster, Ontario).

Approximately 1 out of every 20 samples for the Pickle Crow Project was submitted to a second laboratory, Actlabs, an ISO 17025 certified laboratory with a sample preparation and analytical facility in Ancaster, Ontario. The assaying protocol used is similar to ALS and Accurassay's using fire assaying with a 50-g charge and AAS finish. Samples above 3 g/t Au are re-assayed using a gravimetric finish, and above 10 g/t by pulp metallic methods. A total of 2,117 check samples were sent to Actlabs. Check assays generally matched the value obtained by the original laboratory and the overall variation between laboratories was well within the natural variation of the sample material as indicated by the field and crush duplicates.

During the October, 2011 site visit, Micon did not complete any check sampling. Micon did examine surface exposures and stockpiles of mineralization from the No. 1 Vein and No. 5 Vein. Visible gold was noted in the samples on the No. 1 Vein stockpile.

The final database was sent to Micon in early March, 2011 for validation. Micon performed a thorough validation of the database and specifically performed a cross-check validation of the assay table against assay results received directly from the laboratories in electronic form. The cross-check validation of the assay table described above was possible only for the newer PC Gold-generated data which contained laboratory sample identification numbers.

Several minor problems were found and corrected, most of them located outside of the modelled zones. The problems were related to the fact that the majority of the database was collected from historical data digitized from old paper logs.

It is Micon's opinion that the Company and PC Gold have run an industry standard QA/QC program for the drillhole database and insertion of control samples into the stream of core and channel samples for the Pickle Crow project exploration program.

While certain minor discrepancies in survey data of old workings have been noted it has been determined they will only affect the precise location in space of the workings and are not likely to materially affect the estimate of remaining volumes of mineralization. As such they are suitable for use in an inferred resource estimate. Determination of measured and indicated resources or reserves in the future will require resolution of these minor discrepancies, likely by dewatering and re-accessing the workings.

The historic drill data have been shown to be acceptable for use in a mineral resource estimate with appropriate application of assay top cuts as discussed above.

Mineral processing and metallurgical testing

The historic ore produced at the Pickle Crow mine presented no major milling problems.

Pickle Crow Mill, 1935-1966: The long since removed process plant for the Pickle Crow mine ran from 1935 to 1966. The 400 ton/day (360 t/d) mill recovered gold by a combination of gravity/amalgamation and cyanidation. Overall gold recovery averaged slightly over 98%. When the mine closed in 1966 efficiency in the gravity section had been improved to achieve as much as 60% of the total recovery.

1999-2002: In October 1999, prior to mining the first of two bulk samples, grab samples were collected from the surface exposures of the No. 5 Vein. These samples were sent to ORTECH Inc. of Mississauga, Ontario for bottle roll leach tests. The bottle roll tests were conducted on minus 8 material assaying 53.2 g/t Au, and minus 100 mesh material assaying 40.04 g/t Au. After 48 hours, 53.5% and 95.4% recoveries were achieved for the minus 8 and minus 100 mesh fractions respectively.

No. 5 Vein Crown Pillar Bulk Sample: In December 1999, a bulk sample from the No. 5 Vein crown pillar was mined and sampled, estimated to contain 9,500 tons (8,600 tonnes) averaging 0.38 oz./t Au (13.02 g/t Au) assuming a 3.0 ft. (0.91 metre) minimum mining width; cut to 1 oz./t and 25% diluted. The average grade of the resource block was determined using a weighted average 9 drillhole and channel samples located inside the block. The bulk sample was carefully mined from a small open pit, with vein material comprising an estimated 95% and wall rock dilution only 5% of the sample. The bulk sample was shipped to the St. Andrews Goldfields Ltd. 1,300 t/day CIP (carbon-in-pulp) gold process plant located at Stock Township near Timmins, Ontario for custom milling. The shipment was processed on December 21, 1999. The commercial settlement was agreed upon at a recovered grade of 16.72 g/t Au (0.49 oz./t Au).

No. 1 Vein Crown Pillar Bulk Sample: A second phase of bulk sampling was initiated in 2000. 4,427 tonnes of material (over 90% from the No. 1 Vein) were trucked to the Golden Giant mill near Hemlo, Ontario for custom milling. The custom milling flowsheet included secondary crushing, grinding, gravity concentration, leaching, CIP, stripping, electrowinning and refining. The shipment was processed between December 4 and 10, 2000. The commercial settlement was agreed upon at a recovered grade of 16.72 g/t Au (0.49 oz./t Au). Prior to accepting the Pickle Crow Property bulk sample, laboratory metallurgical tests were completed to determine if the material could be treated at the mill and if the tailings produced would have a negative environmental impact on the tailings basin. No environmental problems were noted. The test work indicated that about 40% of the gold was recoverable with a single pass gravity Knelson concentrator. The remaining gold could be easily leached with cyanidation with an optimum grind of 75% passing 200 mesh. Test work indicated that higher grinds could result in lower gold recoveries. Leach retention times of greater than 48 hours might be required. An overall recovery of 98.4% was achieved in the tests.

No. 1 Vein Crown Pillar Bench Scale GRG & Leaching Test work: A set of five approximately 20 kg samples from the No. 1 Vein Crown Pillar bulk sample were submitted to the Knelson Research and Testing Centre ("**KRTC"**) in Langley, British Columbia for gravity-recoverable-gold ("**GRG**") and leaching testwork. These samples were sent from the Golden Giant mine. The samples were received at the KRTC facility on July 3, 2001. The samples were weighed and logged prior to any processing. The primary objective of this test work was to quantify the gravity recoverable gold content of the ore using a standard test. The secondary objectives were to determine the average head grade of the sample and to perform cyanide leach tests on sub-samples of the final tails. A KC-MD3 laboratory scale Knelson Concentrator was utilized for the GRG test work.

The procedure used for the KC-MD3 stage test was as follows:

- The samples were sorted by time and date into lots of approximately 20 kg.

- Each sample was screened at 10 mesh prior to the first pass through the KC-MD3 in order to prevent plugging. The oversize was saved and subsequently added into the first grind.
- The ~20 kg test samples were processed through a 3" Laboratory Knelson Concentrator at a fluidization water flow rate of ~3.5 litres/min and at 60Gs.
- During the test, sub-samples of the tailings stream were collected for assays.
- At the end of the concentration stage, the concentrate was washed from the inner cone of the KC-MD3.
- The concentrate was panned to produce a pan concentrate and pan tailings (middlings) sample.
- The concentrate and tailings samples were labelled, dried, weighed and sent to an independent local lab for assaying.
- The tailings were re-ground two more times and steps 3 to 6 were repeated after each grind.
- During the final stage, an additional 2 kg sample of the tails was sub-sampled, dried and sent for cyanide leach test work.
- The remaining tails samples are being stored at the test facility.

This testing scheme is based on the philosophy that progressive size reduction allows the determination of gold liberated at finer grinds without over-grinding and smearing coarse gold present in the initial sample.

Results indicate that the No. 1 Vein crown pillar samples have a very high gravity-recoverable gold content of 91.2% with a back-calculated head grade of 20.0 g/t Au. The overall mass pull to the concentrate was 1.4%. The results indicate that the gold is fairly liberated in this particular material and is readily recoverable. Visible gold was observed in all final concentrate samples.

Cyanide leaching was performed on sub-samples of the final GRG test tails.

The gold recoveries from leaching ranged from 93.5% to 95.4%. When the leach recoveries are combined with the gravity stage recoveries, the overall recoveries exceed 99% for all samples. The final tailings assays were very low ranging from 0.09 to 0.11 g/t Au. Based on the encouraging bench scale GRG test results on the No. 1 Vein crown pillar it was decided to commission the construction of a 225 tonne per day (~250 t/d) extreme gravity gold mill at Pickle Crow.

The concept of "extreme gravity" is a series of innovations that have resulted in a reintroduction of gravity recovery systems into the milling operations of most gold mines. Traditionally, most gold milling circuits are designed around flotation and cyanidation requirements, with the gravity circuit being fit in where possible. Extreme gravity takes the approach of optimizing the circuit in order to maximize recovery by gravity. In some cases gravity systems can achieve high enough recoveries to eliminate the need for chemical systems such as cyanidation and flotation.

The benefits of extreme gravity include relatively low capital costs compared to conventional gold mills, reduced permitting, short project lead time, and much reduced environmental issues with no use of cyanide or other chemicals. In addition small plants can be modular and easily moved between locations.

*Pickle Crow Tailings Bench Scale GRG & Leaching Test wo*rk: In September 2001, a composite sample from Tailings Area 1 was submitted to Lakefield Research of Lakefield, Ontario for cyanide leach test work. The sample, a blend of oxidized (10%) and unoxidized (90%) tailings, was leached for 48 hours. In May-June, 2002, a set of two approximately 8 kg composite samples from Tailings Area 3 were subjected to 'gravity recoverable gold' and cyanide leach test work. Composite A was made up of auger drillhole sample material assaying >0.3 g/t Au and composite B material assaying <0.3 g/t Au. The GRG test work was performed by the Knelson Research and Testing Centre in Langley, British Columbia and leach tests were conducted at Accurassay of Thunder Bay, Ontario.

Post 2011 Metallurgical Testing

After the completion of the previous 2011 mineral resource estimate, PC Gold completed some additional metallurgical testwork.

2012 Banded Iron Formation (BIF) Samples: Four samples ranging from approximately 40 to 100 kg were sent to SGS Lakefield in two batches in 2012. Samples BIF-1 and BIF-2 were selected from Cantera's low grade BIF stockpile, care was taken to select samples with minimal weathering. Samples BIF-3 and BIF-4 were collected from PC Gold drill core from the No. 5 BIF zone. Sample BIF-3 represents the deepest intercept (approximately 1,100 m) to date on the No. 5 BIF zone. Samples were ground in a rod mill and passed through a Knelson MD-3 concentrator, and the concentrate was then further treated by a Mozley table. Gravity tails then underwent bottle roll test cyanidation.

Historically, the BIF-hosted mineralization was typically below the cut-off grade (8.57 g/t) of the historic Pickle Crow mine and thus was not mined in any significant quantities. As such, is there is no documented metallurgical history. Anecdotal evidence from past workers at Pickle Crow suggest that their mill setup did not result in great recoveries when processing BIF, however, what constitutes bad recovery in a mine where >98% recoveries were the norm is unclear.

Cantera performed one bench scale gravity test on the BIF which resulted in 87.6% recovery. PC Gold's results do not support this; it could be that Cantera's sample had a high proportion of stringer high-grade vein material in it. PC Gold's results (Table 13.9) indicate the BIF has poor gravity recoveries (average of 28.8% at 75 microns), however, it has acceptable gravity plus cyanide recoveries (average 89.9%).

2013 High-Grade Vein Samples: In January 2013, PC Gold submitted two samples, each comprising approximately100 kg from Cantera's high-grade stockpile from the crown pillar of the No. 1 Vein, to SGS Lakefield (SGS), in Lakefield, Ontario. These consisted of a high-grade sample (HG) with a moderate amount of visible gold, and a low grade sample (LG) with no visible gold, the samples were of vein material only and care was taken to select unweathered material.

The results of SGS indicated that the HG sample returned a head grade of 198 g/t and the LG sample 33.4 g/t. The test was carried out by milling the samples using a rod mill to three different grind sizes, approximately160, 90, and 60 microns and then passing them through a Knelson concentrator with a Mozley table finish.

PC Gold's test work is on the low end of Cantera's Knelson test work, PC Gold's % recoveries were achieved with a single grind and pass through the Knelson, whereas Cantera's involved 3 passes through the Knelson and 2 stages of grinding.

Mineral resource estimates

The Pickle Crow project resource estimate is divided into three distinct areas within the core mine trend comprising three mineralization styles, high grade narrow veins, iron formation-hosted and alteration-shear zone-hosted gold mineralization.

The mineral resources were estimated using kriging, where variograms could be modelled, and inverse distance cubed interpolation elsewhere. Based on the use of historic drilling and the somewhat imprecise modelling of the underground workings, the resources have been classified as inferred under the CIM guidelines. The resources were reported using a Whittle optimized pit shell or at underground cut-off grades.

In 2016, Micon updated the mineral resource models for the No. 1 and No. 5 Veins and the BIF using new drilling completed since 2011. The No. 19 Vein block model was adjusted so as to constrain interpretation to the Pickle Crow porphyry and then re-estimated. The No. 2 Vein block model had the crown pillar removed when it was discovered to have been mined out. The newly discovered Vein 22/23 structure was modelled by Fladgate and that model was reviewed. Otherwise, the remaining vein models are unchanged from 2011 but have been reported using different cut-off grades.

The resulting estimate of inferred mineral resources for the Pickle Crow project is presented in Table A below.

Table A – Estimated Inferred Mineral Resources for the Pickle Crow Project

Area	Zone	Host	Mining Method	Tonnes	Grade (g/t Au)	Contained Ounces	Cut-off Grade (g/t Au)
Shaft 1	BIF	BIF & Vein	Open Pit	1,887,000	1.3	79,800	0.50
	BIF	BIF	Bulk Underground	5,297,000	3.8	644,700	2.00
	No. 1 Vein	Vein	Underground	594,000	6.1	116,000	2.60
	No. 5 Vein	Vein	Underground	362,000	8.0	93,000	2.60
	No. 9 Vein	Vein	Underground	148,000	7.4	35,300	2.60
	No. 11 Vein	Vein	Underground	21,000	6.0	4,100	2.60
	No. 19 Vein	Vein	Underground	186,000	9.1	54,400	2.60
		Shaft 1 Total		**8,495,000**	**3.8**	**1,027,300**	

Table A – Estimated Inferred Mineral Resources for the Pickle Crow Project *(continued)*

Area	Zone	Host	Mining Method	Tonnes	Grade (g/t Au)	Contained Ounces	Cut-off Grade (g/t Au)
Shaft 3	No. 2 Vein	Vein	Underground	96,000	8.9	27,200	2.60
	No. 6 Vein	Vein	Underground	160,000	7.9	40,900	2.60
	No. 7 Vein	Vein	Underground	54,000	5.5	9,600	2.60
	No. 8 Vein	Vein	Underground	55,000	8.0	14,200	2.60
	No. 12 Vein	Vein	Underground	14,000	11.7	5,300	2.60
	No. 13 Vein	Vein	Underground	112,000	6.2	22,300	2.60
	No. 22 Vein	Vein	Underground	31,000	5.4	5,300	2.60
	No. 23 Vein	Vein	Underground	165,000	7.0	37,000	2.60
		Shaft 3 Total		**687,000**	**7.3**	**161,800**	
Albany Shaft	CZ1	Conduit-Style	Bulk Underground	168,000	4.9	26,600	2.00
	CZ3	Conduit-Style	Bulk Underground	22,000	2.7	1,900	2.00
	No. 15 Vein	Vein	Underground	49,000	4.5	7,000	2.60
	No. 16 Vein	Vein	Underground	31,000	6.0	5,900	2.60
		Albany Shaft Total		**270,000**	**4.8**	**41,400**	
			GRAND TOTAL	**9,452,000**	**4.1**	**1,230,500**	

Notes:
1. The mineral resource estimate is entirely classified as inferred mineral resources.
2. 2014 CIM Definition Standards were followed for mineral resources.
3. The mineral resource has been estimated using a gold price of US$1,300/oz.
4. High-grade assays have been capped. Each domain was capped with respect to their unique geology and statistics.
5. The mineral resource was estimated using a block model. Three dimensional wireframes were generated using geological information. A combination of kriging and inverse distance estimation methods were used to interpolate grades into blocks of varying dimensions depending on geology and spatial distribution of sampling.
6. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is currently insufficient exploration to define these inferred resources as an indicated or measured resource.
7. Mineral resources have been adjusted for mined out areas. Small rib and sill pillars around old stopes have not been considered or reported.
8. Numbers may not add due to rounding.

Considering that a combination of current drilling, historic drilling and underground chip samples were used in the resource estimation, no particular common sample grid exists. There also exists a known minor error in terms of sample location and the accuracy of the digitized underground workings. However, even though these known inaccuracies exist, the grade and tonnage discrepancy caused by this margin of error is within reasonable doubt for an inferred resource and the estimate is reported as such.

Recent activities

In November 2016 we commenced a diamond drilling program at our Pickle Crow Project with a focus on identifying new high-grade vein gold mineralization. In February 2017, we announced the results of this exploration drilling program. A total of nine holes comprising approximately 1,300 m were drilled.

The drill program targeted several shallow, high-grade vein and banded iron formation hosted targets in the core mine trend. The objective of the program was to test extensions of known vein zones and discover new high-grade gold mineralization.

Highlights of Fall 2016 Drilling at Pickle Crow:

- Hole PC-16-306 intersected 1.28 g/t Au over 12.70 m including 15.14 g/t Au over 0.70 m in the middle vein zone of the No. 15 Vein.
- Visible gold was intersected in Hole PC-16-306 in the lower vein zone of the No. 15 Vein.

Gold mineralization was encountered in seven of the nine drillholes and visible gold was intercepted in the lower most vein zone of the No. 15 Vein structure. A 0.30 m section of drill core from the lower vein zone which included the visible gold was not assayed as it was retained for display purposes, hence the reported intercept of 1.15 g/t gold over 8.19 m excludes this interval and the 0.30 m section was included at zero grade.

Drill Hole Intercepts from Fall 2016 Drilling at Pickle Crow:

Hole ID	Area	Description	From (m)	To (m)	Interval (m)	Au g/t
PC-16-302	**Shaft 3 (No. 19 Vein up dip)**	**No Significant Assays**				
PC-16-303	**Shaft 3 (PC-103-083 Vein up dip)**	**No Significant Assays**				
PC-16-304	Albany (PC-09-051 Vein)	*Shear zone*	106.5	107.0	0.5	1.57
PC-16-304		*Zone, QFP*	129.0	135.7	6.7	0.36
PC-16-304		*Including*	133.5	134.7	1.2	1.18
PC-16-305	Albany (PC-09-051 Vein)	*Zone, Vein*	53.3	53.8	0.5	1.62
PC-16-305		*Zone, QFP & MV*	125.6	149.4	23.8	0.53
PC-16-305		*Including*	137.1	140.1	3.0	2.53
PC-16-305		*Zone, QFP*	160.9	162.0	1.1	0.71
PC-16-306	No. 15 Vein	*Upper No. 15 Vein*	71.3	78.0	6.7	0.59
PC-16-306		*Including*	74.3	75.0	0.7	3.53
PC-16-306		*Middle No. 15 Vein*	82.0	94.7	12.7	1.28
PC-16-306		*Including*	83.2	84.4	1.3	1.20
PC-16-306		*Including*	88.8	89.5	0.7	15.14
PC-16-306		*Including*	92.0	93.0	1.0	1.72
PC-16-306		*Lower No. 15 Vein*	110.4	118.6	8.2	1.15
PC-16-306		*Including*	113.0	114.0	1.0	2.66
PC-16-306		*Including*	116.0	117.8	1.8	2.63
PC-16-307	Crowshore	Zone, BIF	34.7	37.2	2.5	0.34
PC-16-307		Shear zone	96.4	98.0	1.6	0.51
PC-16-307		Shear zone	101.9	103.3	1.4	0.70
PC-16-308	**Crowshore**	Zone, BIF	20.1	21.4	1.3	0.28
PC-16-309	**No. 15 Vein**	Upper No. 15 Vein	86.6	90.1	3.5	0.14
PC-16-309		Shear zone	106.1	108.6	2.5	0.58
PC-16-309		Shear zone	115.0	121.4	6.4	0.12
PC-16-310	**Sawmill Vein**	**Zone, BIF**	37.5	42.0	4.5	1.34
PC-16-310		**Zone, BIF**	49.0	52.5	3.5	0.34

All assays were performed by Accurassay Laboratories of Thunder Bay, Ontario. Samples were analyzed by using 50 g fire assay with an atomic absorption finish. Samples greater than 10 g/t or with visible gold were analyzed by 1,000 metallic analysis with a gravimetric finish. All assays reported are uncut. Reported widths are drilled core lengths, and true widths are unknown at this time. Accurassay Laboratories is independent of First Mining and has no relationship with First Mining.

QA/QC Procedures

NQ diameter (47.6 mm) drill core was logged then sawn in half on-site, with one half bagged and labelled and the other half placed in core boxes to serve as a permanent record and stored in a secure on-site facility. All samples were shipped from site via Manitoulin Transport to the Accurassay Laboratories facility in Thunder Bay, Ontario, for crushing, pulverization and pulp preparation. Accurassay Laboratories is independent of First Mining and has no relationship with First Mining.

All samples sent for analyses were prepared using a jaw crusher, which is cleaned with compressed air between samples, resulting in 70% of the sample passing through a 10 mesh screen. A 1,000 g split of the crushed sample was then pulverized with 85% passing through a 200 mesh screen. Fire assays were performed using 50 g of sample with assays equal to or greater than 5 g/t calculated gravimetrically, and lower grade samples measured by atomic absorption (AA). All samples greater than 10 g/t were additionally sent for screen metallics analysis using the remainder of the pulp (~950 grams of sample). Blanks, standards (one high-grade, one mid-grade, and one low-grade), field duplicates (1/4 split cores), and crush duplicates were inserted into the drill core samples sequentially, at least every 8th sample, before shipment. Standards consisted of a high-grade (~13 g/t Au), a mid-grade (~5 g/t Au), and a low-grade (~1 g/t Au) gold standard from Geostats Pty. Ltd. of Fremantle, Western Australia, as well as blanks from Nelson Granite of Kenora, Ontario.

Hope Brook

Technical report

The description in this section of our Hope Brook gold project (the "**Hope Brook Project**") is based on the project's technical report: *2015 Mineral Resource Estimate Technical Report for the Hope Brook Gold Project, Newfoundland and Labrador, Canada* (effective date January 12, 2015, report date November 20, 2015) (the "**Hope Brook Technical Report**"). The report was prepared for us in accordance with NI 43-101, by or under the supervision of Michael P Cullen, P.Geo.; a qualified person within the meaning of NI 43-101. The following description has been prepared under the supervision of Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person within the meaning of NI 43-101, but is not independent of us.

The conclusions, projections and estimates included in this description are subject to the qualifications, assumptions and exclusions set out in the Hope Brook Technical Report, except as such qualifications, assumptions and exclusions may be modified in this AIF. We recommend you read the Hope Brook Technical Report in its entirety to fully understand the project. You can download a copy from our SEDAR profile (www.sedar.com), or from our website (www.firstmininggold.com).

Property description, location and access

The Hope Brook Project is located on the southwest coast of the island of Newfoundland, in the province of Newfoundland and Labrador, Canada. It is comprised of a core holding of 993 contiguous exploration claims acquired through map staking and issued in 2003 and 2008. This main property covers 24,825 ha of surface area and measures approximately 32 km by 12 km in maximum east-west and north-south dimensions, respectively. Constituent claims are held under 7 separate licenses and the property is approximately centered on the past-producing Hope Brook gold mine, located at Latitude 47.738° north and Longitude 58.095° west. An additional 63 claims (1,575 ha) are held by us in the Peter Snout area, approximately 25 km northeast of the Hope Brook deposit and 10 claims (250 ha) in the Cross Gulch area, approximately 6 km north of the deposit. These were staked in late 2013 and early 2015, respectively, to cover areas of exploration potential defined through review of government assessment reporting records.

The Hope Brook Project is located approximately 85 km by water east of the community of Port aux Basques and is not accessible by any form of highway transportation at this time. Direct site access to the Hope Brook Project can be gained by chartered boat from either the Burgeo or Port aux Basques areas and could also be gained through small boat charter from La Poile, after travel to that community on the coastal service vessel. The most efficient means of current access to the property is by charter fixed wing aircraft or helicopter from commercial bases in the Deer Lake- Pasadena area, approximately 120 km to the north.

Coastal Gold earned a 100% interest in 993 claims of the original Hope Brook Project property by fulfilling requirements of an option to purchase agreement dated January 25, 2010.

As of the date of the Hope Brook Technical Report, two exploration permits by the government of Newfoundland and Labrador were required for bedrock core drilling and vibracore tailings drilling programs as well as geochemical and geophysical surveys, valid until April 15, 2015 and June 17, 2015, respectively. It is anticipated that new permits will be required if we chose to initiate certain site-based aspects of the Phase I or Phase II work programs recommended in the Hope Brook Technical Report. In addition, the License to Occupy for the Hope Brook exploration camp was being reviewed by government at the effective date of the Hope Brook Technical Report, with timely issuance expected. No substantive difficulties have been encountered to date with respect to procurement of required Exploration Permits and camp occupancy permissions.

A 2% net smelter returns royalty payable applies under terms of a royalty pre-payment schedule of $20,000 per year. All royalty pre-payment funds provided under the agreement are to be accounted for against future production. We retain a right during the term of the agreement to purchase one half of the 2% NSR royalty for $1,000,000.

Annual work requirements for each claim are set out under the province's Mineral Act and range from $200 per claim in year one to $1,200 per claim in years 16 through 20. In addition, a renewal fee of $25 – $100 is payable for each claim on a five year basis.

As part of the 2011 work program a screening level assessment of baseline environmental conditions was carried out at the Hope Brook Property. Results of this study showed that a number of chemical impacts that are residual to the former mining operation are present locally. These include elevated metal levels in soil, sediment and water as well as elevated petroleum hydrocarbon levels in soil. The most significant liabilities were deemed to be associated with subsurface conditions where impairment to both soil and groundwater had occurred around existing landfill sites, the heap leach pad, and within the underground mine workings. All of these conditions pre-date Coastal Gold site activities and therefore we are excluded from associated liability. However, if a new mining venture is established at this site it will be necessary to fully quantify the potential impacts of such conditions on site development, mining and site decommissioning and reclamation plans for the new operation. All such issues would be dealt with under the mine permitting and associated environmental approval processes.

History

Documentation of Hope Brook Project area's history of exploration and mining spans the period between 1923 and the present day, but modern programs directed toward assessment of gold potential and related mining have only occurred since discovery of the Hope Brook gold deposit in 1983.

Programs of deposit definition drilling, resource estimation, metallurgical assessment and feasibility assessment were completed for the Hope Brook deposit between 1984 and 1986 and a production decision was announced in 1986. The deposit was subsequently developed and mined during the period of 1987 through 1991. The production decision appears to have been supported by initial resources of 11.2 million tonnes grading 4.54 g/t Au above a 2.5 g/t Au cut-off (~1.6 million troy ounces) that were reported. Additionally, the same tonnage and gold grade was separately reported for the deposit but additionally specified a 0.3% copper parameter.

Mining from both open pit and underground operations was ultimately carried out between 1987 and 1997. Provincial government records document production of 304,732 ounces of gold during the 1987-1991 period from all operations. Difficulties with elevated cyanide and copper levels were encountered in processing plant effluent during the operating period and this may have contributed to cessation of mining and milling in early 1991.

During the 1987-1991 mining period, detailed exploration focus was largely restricted to the mine area and adjoining advanced argillic alteration zone ("**AAZ**") areas to the southwest, with particular attention paid to assessment of possible strike and dip extensions of the main deposit.

From 1991 to mid-1997, underground mining at the site was carried out. Operations ceased in mid-1997. Production of 447,431 ounces of gold was recorded during the 1992-1997 period. Re-assessments of past exploration programs was carried out in both the mine area and surrounding district and follow-up exploration on several promising areas not associated with the AAZ and the Hope Brook deposit trend was completed. No substantial new discoveries were made during this period.

During the period 2002 through 2007 the provincial government carried out environmental assessment and reclamation programs at the Hope Brook mine site. No mining activities have been carried out subsequent to those of carried out from 1991 to 1997.

No drilling-based exploration programs were completed on the Hope Brook Project through the period 1997 through 2007. However, in 2003 mine area exploration holdings were staked by related entities.

Beginning in 2008, an airborne magnetometer and electromagnetic survey of the entire property was carried out, past drilling results were compiled, prospecting was carried out and an extensive bedrock sampling program was completed. Sampling was substantially focused in an area immediately northwest of the Hope Brook open pit where alteration zone and silicified zone units occurring structurally below the mined Hope Brook deposit had been exposed during removal of acid generating waste rock during the site reclamation program. No substantial new discoveries resulted from any of this work.

Since the start of exploration work in 2010, Coastal Gold carried out programs of drill core physical properties investigation, ground geophysics, environmental screening, data compilation, data validation, core drilling, vibracore tailings drilling, bedrock and tailings mineral resource estimation, metallurgical assessment and general property evaluation.

From April 2010 through December 2014, Coastal Gold completed systematic gold exploration programs, primarily focused in the area surrounding the past producing Hope Brook mine.

Geological setting, mineralization and deposit types

The Hope Brook Property occurs within a tectonically complex zone that has been interpreted by some to occur within the Avalon Zone of the Appalachian Orogen (or a related Avalon Composite Terrane), near its generally east-west trending tectonic contact with adjacent rocks of the Dunnage Zone. The Avalon Zone represents a late Neo-Proterozoic assemblage of active plate margin sequences that accumulated prior to development and closure of the Lower Paleozoic Iapetan Oceanic system. Sequences of Avalonian affinity occur throughout much of the Appalachian Orogen, and extend from the Avalon Peninsula and southwest coast areas of Newfoundland, through Nova Scotia, New Brunswick and northern New England. From that point southward, more discontinuously distributed outcropping segments occur as far as northern Georgia and subsurface extensions are interpreted to be present in Florida. Onshore exposures of confirmed Avalon Zone affinity are limited in comparison with its interpreted width of at least 600 km in the eastern offshore area of Newfoundland and Labrador.

The geological aspects of the Avalon Zone, particularly in context of magmatic history represented in the Newfoundland, consist of four major tectono- stratigraphic events. Most significant of these from the perspective of magmatic activity is the period when substantial volumes of volcanic and plutonic rocks evolved under back-arc or continental arc settings, sometimes in broad association with terrestrial or marine siliciclastic sequences. These are related in time with development of auriferous, high level hydrothermal alteration systems along the entire length of the Avalon Zone and the Hope Brook gold deposit may be an example of this metallogenic association.

The Hope Brook gold deposit and associated AAZ are of primary importance with respect to the Hope Brook Project. However, several other bedrock gold occurrences are present within the Hope Brook Project that differ from Hope Brook. The most prominent examples of such are those in the Old Mans Pond, Phillips Brook and Cross Gulch areas. Each of these areas has been investigated through historic exploration programs that typically included geological, geophysical and geochemical surveys, surface trenching and limited amounts of core drilling. Drilling has locally confirmed subsurface gold-bearing intervals in each area but mineralized zones of economically significant proportions have not been defined to date. The Hope Brook style of mineralization is considered to be most important. The Hope Brook gold deposit is a large, disseminated gold-chalcopyrite-pyrite deposit hosted by highly altered sedimentary and volcano-sedimentary rocks of the late Proterozoic Whittle Hill Sandstone and Third Pond Tuff successions, similarly altered felsic porphyry dikes and sills related to the Roti Intrusive Suite and variably altered later mafic dikes and sills. Zones hosting gold mineralization of economic interest typically bear evidence of intense silicification and occur within the AAZ, a broad envelope of advanced argillic alteration that can be traced for up to 8 km southwest of the deposit.

The Hope Brook gold deposit is currently one of the largest gold deposits in the Canadian Appalachians, based on historic resources and production. As noted earlier, it occurs within a zone of extensive AAZ hosted by late Proterozoic sedimentary, volcanic and intrusive rocks. Recent work by Coastal Gold has added to the technical documentation of alteration and mineralization that characterize the deposit. Intense hydrothermal alteration and spatially associated silicification have been identified as key components of the mineralizing system that gave rise to the deposit. However, differences exist with respect to interpreted placement of the Hope Brook mineralizing system in the time/space context of the orogen and some of these bear directly on deposit classification.

In addition to the Hope Brook deposit, several gold occurrences associated with Silurian or younger sericitic alteration, quartz veining and silicification have also been documented within the Hope Brook Project area. None of these is substantial in size or gold grade as presently defined, but spatial association with the large Bay d'Est Fault or its secondary splays, and possibly with Silurian magmatic activity, indicates that potential for more significant mineralization is present.

Exploration

No new exploration work has been undertaken to date by us on the Hope Brook property. The Hope Brook Technical Report and associated mineral resource estimate review reflect the first NI 43-101 technical reporting by us for the Hope Brook property.

Drilling

Between September 2010 and October 2013, Coastal Gold completed in five separate drilling programs 139 diamond drillholes and drillhole extensions on the Hope Brook Property that total 39,320.4 m of drilling.

Coastal Gold completed 10 surface diamond holes totalling 3,421.9 m in length between September 2010 and January 2011 which successfully confirmed the presence of disseminated gold-chalcopyrite-pyrite mineralization hosted by highly silicified sedimentary and volcano-sedimentary rocks both at depth, below the 4800 level of historic mining, and at surface to the southwest of the historic open-pit. An exploratory drillhole targeting mineralization along the northeast extension of the mine at depth returned no significant results and an exploratory drillhole targeting the 240 Zone caved short of the target.

Another surface drilling campaign was completed between February 2011 and December 2011 that consisted of 67 holes totalling 21,350.5 m. The program was successful in demonstrating continuity of disseminated gold-chalcopyrite-pyrite mineralization hosted by highly silicified volcano-sedimentary rocks in all three targeted areas of drilling and provided the drillhole density required for resource estimation.

Between February 2012 and May 2012 Coastal Gold completed a surface drill program that consisted of 15 holes, re-drills and hole extensions totalling 4,549 m in length. This program focused on confirming the locations of workings and major pillars in the mine area, further testing of the Southwest Extension target area and preliminary testing of the Northeast target area.

The fourth Hope Brook drilling program by Coastal Gold began on November 3, 2012 and was completed on December 21, 2012. A total of 5,923.9 m of drilling in twenty-one drillholes were completed. Six separate targets areas, along a 3.4 km long mineralized trend, were drilled during the program including the Stope 4960-150, the 240 Zone – Mine Zone Connector Target, the Chetwynd Prospect and the Chetwynd South Prospects, the Chetwynd to 240 Connector Target and the NW Target Area. The drilling was completed in these areas in order to continue to expand on the area of known gold mineralization outside of the current Hope Brook Deposit area.

The fifth drill program at the Hope Brook Property began on August 9, 2013 and was completed on October 10, 2013. A total of 4,075.2 m of drilling in twenty-six drillholes were completed. The drill program was designed to test two major target areas; the Footwall Target and SW Pit Extension Target.

A systematic vibracore tailings drilling program on two tailing ponds at the Hope Brook site was carried out during the September through October period of 2013 and a total of 73 vibracore drillholes totalling 155 m were completed on an approximate 100 m square grid over the two tailings ponds. The purpose of the program was to evaluate the thickness and gold grade of the tailings and to provide sufficient data to support a NI 43-101 compliant mineral resource estimate of the contained gold and copper. Of the holes completed, 51 successfully sampled tailings, with thicknesses of the tailings sections ranging from 0.3 to 6.0 m. Average thickness of cored tailings was 3.0 m.

Sampling, analyses and data verification

Coastal Gold staff members were responsible for arranging transport of core boxes from the drilling sites to the company's secure core storage and logging facility located at the Hope Brook camp. The core was initially examined by core technicians and all measurements are confirmed. Core was then aligned and repositioned in the core box where possible and individual depth marks are recorded to facilitate logging. Core technicians photographed all core, measured core recovery between core meterage blocks, carried out water immersion specific gravity measurements as required and recorded information on hard copy data record sheets that were then entered into the project drilling database.

All paper copy and digital information for each hole, including quick logs, sample record sheets and assay certificates were maintained in a secure filing system at the site to provide a complete archival record for each drillhole. Digital information was stored on a local server as well as on the company's secure off-site server that was accessible by satellite link from the camp facility. Subsequent to logging and processing, down hole lithocoded intervals, sample intervals and drillhole collar and survey information that were entered into the digital database were checked for completeness before being uploaded to the project database upon which drilling section generation and three dimension deposit modeling were based.

The secured plastic sample bags were grouped in batches 40 to which QA/QC program samples were added prior to final packing for shipment to the ALS preparation laboratory in Sudbury, ON. Samples were transported from the site by aircraft or chartered boat and then delivered to a commercial transport service for final delivery to the laboratory. Sample shipment change of custody forms were used to list all samples in each shipment and laboratory personnel crosschecked samples received against this list and reported any irregularities by fax or email to Coastal Gold.

Primary project analytical work was completed by ALS with preparation taking place at ALS' Sudbury, ON facility and subsequent analysis at the facility in Vancouver, BC. ALS is an internationally accredited laboratory with National Association of Testing Authorities certification and also complies with standards of ISO 9001:2000 and ISO 17025:1999. The laboratory utilizes industry standard analytical methodologies and rigorous internal Quality Assurance and Quality Control ("**QA/QC**") procedures for self-testing.

All Hope Brook Project core samples were weighed upon receipt at the ALS preparation laboratory and prepared using ALS preparation procedure PREP-31B that consists of crushing the entire sample to >70% -2 mm, then splitting off 1 kg and pulverizing it to better than 85% passing 75 microns size. The coarse reject materials from this processing were stored for future use.

Gold concentrations for submitted core and rock samples were determined by ALS using a 50 g sample split and fire assay pre-concentration methods followed by atomic absorption spectroscopy finish (FA-AAS). This is reflected in ALS code Au-AA24. A 33 element analysis was also completed on selected samples by method code ME-ICP61 which denotes four acid digestion followed by inductively coupled plasma – atomic emission spectroscopy (ICP-AES) analysis.

Drill core sampling carried out by Coastal Gold during the September 2010 through July 2012 period on the Hope Brook Property was subject to a QA/QC program administered by Coastal Gold. This included submissions of blank samples, use of certified reference materials and analysis of pulp and coarse reject check sample splits at a third party commercial laboratory.

The 2012 piston sampling program and 2013 vibracore drilling program of historic Hope Brook Property mine tailings deposits were also subject to a systematic QA/QC program carried out by Coastal Gold.

All of the drill core programs for the period from October 2012 through to November 2013 were subject to essentially the same QA/QC protocols as had been applied to the earlier core drilling campaigns referred to above. This included systematic submission of blank samples, use of certified reference materials and analysis of pulp and, for core, coarse reject check sample splits at a third party commercial laboratory. Results of both the in-house and laboratory quality control and assurance analyses were monitored by Coastal Gold on an on-going basis and were also made available for review by Mercator Geological Services Limited ("**Mercator**"). A QA/QC protocol was also established for the vibracore drilling program and this included systematic analysis of certified reference materials, duplicate sample splits, blank sample materials and analysis of third party pulp split check samples.

The drill core samples were packaged in batches of 40 samples, which included one blank sample (10th sample), one pulp duplicate (20th sample), one certified reference material sample (30th sample) and one coarse reject duplicate sample (40th sample). ALS provided primary analytical services for the project while pulp duplicate (20th sample) and coarse reject duplicate (40th sample) splits were analyzed at SGS to provide independent laboratory check sample data sets. SGS is a commercial, ISO certified laboratory independent of Coastal Gold.

After standard crushing and pulverization of bedrock core samples, gold analysis was by atomic absorption methods after fire assay pre-concentration and multi-element determinations were by inductively couple plasma - optical emission spectroscopy methods after four acid total digestion. One certified reference material sample and one blank sample were included in the core sample shipment. The tailings samples were separately processed from the core samples and were also accompanied by one certified reference material sample and a blank sample. Results of the QA/QC program for these samples were acceptable.

Core sample records, lithologic logs, laboratory reports and associated drillhole information for all drill programs completed were digitally compiled by Coastal Gold staff and made available for previous resource estimation purposes. Information pertaining to the exploration history in the property area had already been compiled by Mercator and was reviewed in conjunction with newly generated records to assess completeness, consistency and validity of compiled results. This progressively compiled and validated information is acceptable for resource estimation purposes.

Database records for previously validated historic drillholes were modified by Coastal during 2013 through addition of copper analytical data recovered from archival records. All such amendments were checked against source documents by Mercator and through spot checks by AGP prior to use in the current resource estimation program and no errors were noted.

In addition to the above, records for 47 new diamond drillholes completed by Coastal Gold during 2012 and 2013 were reviewed and validated by Mercator for addition to the project database and used in the previous and current resource estimation programs. Digital records were checked against original source documents provided by Coastal Gold and both consistency and accuracy of such records were assessed. Parameters reviewed in detail include collar coordinates, down hole survey values, hole depths, sample intervals, assay values and lithocodes. All 47 of the 2012 and 2013 holes completed by Coastal Gold were checked for correlation of sample interval, assay value and lithocode information against source documents. This review showed consistently good agreement between original records and digital database values for all data sets.

In 2013, Coastal added 152 historical short core holes ("OP" series holes) to the project database. These holes have not been validated by Mercator and were excluded from use in the previous and current resource estimates. After completion of manual checking procedures, all drillhole database records were further assessed through digital error identification methods available through the Gemcom-Surpac Version 6.2.1® software. This provided a check on items such as sample record duplications, end of hole errors, survey and collar file inconsistencies and some potential lithocode file errors. The digital review and import of the manually checked datasets provided a validated drillhole database to support the resource estimation program described in the Hope Brook Technical Report.

Coastal Gold completed several core drilling holes during the 2010-2011 drilling programs to serve as twins to historic holes. These were typically planned to provide more complete lithological and assay information for associated historic holes and to provide a basis for comparison of the historic datasets with Coastal Gold data. For the purposes of the Hope Brook Technical Report, 12 Coastal Gold holes that were completed in sufficiently close proximity to historic holes to provide such assessment were selected for comparison with the Coastal Gold data.

For assessment purposes, Mercator reviewed drill log lithocodes and gold assay entries for hole pairs to determine the level of consistency between the two datasets. Assessment of lithocodes focused primarily on identification of important silicified zone intervals associated with gold mineralization and secondarily on logged intervals of mafic dike material. Comparison of the assay data on a sample by sample basis was not typically possible due to either spatial separation of hole traces, differing sample lengths or presence of non-sampled intervals in some holes. Comparison of lithocoded intervals between hole pairs showed that good correlation between data sets exists. However, greater detail in silicic lithocoding characterises the historic dataset prior to re-coding by Coastal Gold.

As noted above, comparison of assay values between hole pairs was affected in some instances by presence of un-sampled intervals within the historic holes that contrast to continuously sampled Coastal Gold intervals, by differing mafic material percentages and by differing interpreted assay zone widths. Mercator focused on gold assay data within the gold-bearing silicified zone lithologic units and created weighted average intervals to support comparison. Results of this program for the 12 holes considered showed that spatial definition of the gold zones based on assay boundaries is typically consistent between hole pairs and this is reflected in generally comparable intercept lengths selected.

The weighted average Coastal Gold data set results are typically higher than equivalent intervals in historic holes but the reverse is also seen in some cases. Mercator believes that several factors contribute to this result, including changes in mafic dike dilution between holes, higher overall core quality of the NQ and BQTK size Coastal Gold core relative to the historic BQ core, and higher overall core recovery for Coastal Gold holes in fractured intervals of the mineralized zone. Heterogeneity of primary gold distribution is also a potential contributor.

Based on results of the twin hole comparison originally carried out in support of earlier resource estimates, at the effective date of the Hope Brook Technical Report Mercator remains of the opinion that acceptable consistency exists between these hole pairs with respect to gold assay value and lithocode data sets.

Mineral processing and metallurgical testing

Scoping level metallurgical test work on mineralized samples was first carried out for Coastal by G&T Metallurgical Services Ltd. ("**G&T**") in Kamloops, BC in 2012. The objectives of that program were to evaluate potential processing routes for maximizing gold recovery and to identify operating parameters for the preliminary circuit design. Flotation test work was successful at generating a concentrate grading 28% Cu from flotation of cyanidation residue in a process similar to the historical flowsheet at Hope Brook. Gravity concentration tests indicated that between 16 and 41% of the contained gold was recoverable to concentrate by this method. Combined gold recoveries of ~86% were achieved using a flowsheet consisting of gravity concentration followed by cyanidation of the gravity tailings. Direct cyanidation of tailings resulted in up to 49% extraction of contained gold.

Additional metallurgical testing was carried out by G&T in the fall of 2013 to further advance the understanding of the metallurgy of the Hope Brook deposit. This included batch flotation test work focused on the opportunity to recover a saleable grade copper concentrate after the grinding and gravity recovery step. Scoping level test work was also carried out at Tomra Sorting Solutions in Surrey, BC to evaluate the potential of rejecting dilution material before the grinding area using sensor-based sorting. Sorting program results indicated that the mafic dyke dilution was readily distinguished from the mineralized rock using four separate detector systems, indicating that this material is highly amenable to rejection by sorting.

Mineral resource estimates

The mineral resource estimate for the Hope Brook Project is based on a three dimensional block model developed using Geovia – Surpac Version 6.1.1® deposit modeling software and a matrix size of 10 m (X) by 5 m (Z) by 3 m (Y). Grade interpolation utilized multiple pass ordinary kriging methodology with an inverse distance squared check model used for validation. Classification of the resource followed the approach used in the 2014 NI 43-101 mineral resource estimate and was based primarily on interpolation pass number, distance to the closest informing assay composite and kriged variance. The 3 g/t Au cut-off value used is substantially higher than cut off values of Coastal Gold's previous mineral resource estimates that were focused on optimization of open pit mining scenarios. Current mineral resources are considered to have reasonable potential for economic viability based on application of underground mining methods, historic gold recovery levels that range between 80% and 91% percent for past production (86% for Coastal Gold testing) and a long term gold price of US$1,200 per ounce. This estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, metal pricing, marketing, or other relevant issues.

Hope Brook Deposit Mineral Resource Estimate – Effective January 12, 2015

Gold Grade Cut-off (g/t)	Resource Category	Round Tonnes (Rounded)	Gold Grade (g/t)	Gold Ounces (Rounded)
3.00	Indicated	5,500,000	4.77	844,000
	Inferred	836,000	4.11	110,000

Notes:

1. Includes only Mine Zone and 240 Zone areas.
2. The above mineral resource estimate is based on a partial percentage block model with dike material removed. Dike percent is estimated at 18% for the Mine Zone and 0 % for the 240 Zone.
3. Gold grades reflect application of domain-specific raw assay capping factors that range between 55 g/t Au and 3 g/t Au.
4. Rounding of tonnes as may result in apparent differences between tonnes, grade and contained ounces.
5. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental permitting, legal, title, taxation, sociopolitical, metal pricing, marketing, or other relevant issues.
6. The gold cut-off value of 3.00 g/t reflects a reasonable expectation of economic viability based on application of underground mining methods, historic gold recovery levels that range between 80% and 91% percent for past production (86% for Coastal Gold testing) and a long term gold price of US$1,200 per oz.

Non-material properties

We also hold a number of non-material mineral properties in our portfolio. Some of these properties are resource-stage assets which have NI 43-101 technical reports that support resources of less than one million ounces of attributable gold. Others are grassroots exploration projects that host mineralization but have not had sufficient drilling on them to classify resources under the CIM definition standards. A brief summary of some of these properties is set out in this section.

Canada

Duquesne Gold Project, Québec

We acquired a 100% interest in the Duquesne Gold project located in the Abitibi Region of Québec (the "**Duquesne Project**") through our acquisition of Clifton Star in April 2016. The Abitibi Region of Québec is one of the most prospective and productive mineral regions in Canada with more than 100 years of continuous mining history and hosts a number of major Canadian mines.

The property, which comprises 55 contiguous mining claims and one mining concession, covers an area of 936 ha and is situated along the Destor-Porcupine Break, which boasts historical production of 192 million oz. Au. It is approximately 30 km northwest of the city of Rouyn-Noranda, and approximately 16 km east of the town of Duparquet, so it has excellent access to infrastructure and a skilled labour pool.

The Duquesne Project hosts an NI 43-101 Indicated Resource of 1.9 Mt grading 3.33 g/t Au, containing 199,000 oz. Au, and an Inferred Resource of 1.6 Mt grading 5.58 g/t Au, containing 281,000 oz. Au. The technical report in support of these resources, entitled "43-101 Technical Report Resource Estimate of the Duquesne Gold Property", was prepared in accordance with NI 43-101 and was filed on SEDAR by Clifton Star on October 28, 2011 under its SEDAR profile.

Pitt Gold Project, Québec

We purchased a 100% interest in the Pitt Gold project located in the Abitibi Region of Québec (the "**Pitt Project**") from Brionor in April 2016. The property, which comprises 24 contiguous mineral claims, covers an area of 384 ha.

The Pitt Project is close to our Duquesne Project, and to the Duparquet Gold Project located in the Abitibi Region of Québec (in which we hold an indirect 10% interest). It is approximately 35 km north of the city of Rouyn-Noranda, and approximately 7 km east of the town of Duparquet, so it has excellent access to infrastructure and a skilled labour pool.

The Pitt Project hosts an NI 43-101 Inferred Resource of 1,076,000 tonnes grading 7.42 g/t Au (at a cut-off grade of 3.0 g/t Au), containing 257,000 oz. Au. The technical report in support of these resources, entitled "NI 43-101 Technical Report and Audit of the Preliminary Mineral Resource Estimate for the Pitt Gold Project Duparquet Township Abitibi Region, Quebec, Canada", was prepared in accordance with NI 43-101 and was filed by us on SEDAR on January 6, 2017 under our SEDAR profile at www.sedar.com.

Duparquet Gold Project, Québec

We have a 10% indirect interest in the Duparquet Gold Project which has a large open-pittable resource. Our interest in the Duparquet Gold Project was acquired through our acquisition of Clifton Star. The Duparquet Gold Project covers an area of 1,147 hectares and is located in the Abitibi Region of Québec which is one of the world's most prolific gold producing regions. The Duparquet Gold Project hosts measured mineral resources of 165,000 tonnes grading 1.45 g/t Au, containing 7,700 oz. Au, indicated mineral resources of 59.5 Mt grading 1.57 g/t Au, containing 3.0 million oz. Au and inferred mineral resources of 28.5 Mt grading 1.46 g/t Au, containing 1.3 million oz. Au. The technical report entitled "Technical Report and Prefeasibility Study for the Duparquet Project" was filed on SEDAR by Clifton Star on May 23, 2014. Infrastructure includes site roads, access to electrical power 15 km away, tailings storage facility and water management solutions and ancillary site buildings. The Duparquet Gold Project is currently comprised of three mineral properties: Beattie, Donchester and Dumico. The 2014 prefeasibility study includes pre-production capital costs of $394 million, a pay-back period of 4.3 years and pre-tax NPV (5%) of $222 million at US$1,300 per ounce of gold.

Mexico

Las Margaritas, Durango

The Las Margaritas property covers an area of 500 ha consisting of two mining concessions approximately 150 km from Durango City. The property was acquired through an Assignments of Rights Agreement signed July 6, 2011 and is subject to a 1% NSR royalty payable to the vendor which may be purchased at any time before July 6, 2016 for US$500,000. The project is located in the Barrancas subprovince of the Sierra Madre Occidental. Some limited gold mining by artisanal prospectors is known to have taken place on the project in the early 20th century and the project contains a known vein with quartz, argillic alteration striking for at least 1.8 km.

The Company entered into an option agreement (the "**Las Margaritas Option Agreement**") dated July 30, 2018 with Gainey Capital Corp. ("**Gainey**") granting Gainey the right to earn a 100% interest in the Las Margaritas property. Pursuant to the Las Margaritas Option Agreement, upon obtaining TSX-V approval of the agreement, Gainey will issue common shares with an aggregate value of $75,000 to the Company and make a cash payment of $12,000, representing the applicable Mexican VAT. During the four-year term of the Las Margaritas Option Agreement, Gainey may elect to make either annual share payments with an aggregate value of $875,000 (plus additional cash payments totaling $140,000 representing the applicable Mexican VAT) or aggregate cash payments of $899,000 (inclusive of the applicable Mexican VAT).

In addition, Gainey has agreed to make annual cash payments to the Company of US$25,000 from September 2018 to September 2020, and US$250,000 in September 2021 in connection with an existing agreement on the Las Margaritas property, and will incur aggregate exploration expenditures of US$1 million over the four-year term of the Las Margaritas Option Agreement. Upon satisfaction of these conditions and payment of the share or cash consideration, Gainey will obtain a 100% interest in the Las Margaritas property and the Company will retain a 2% net smelter return royalty. Gainey will have the right to repurchase 1% of the royalty for US$1 million until the first anniversary of the commencement of commercial production.

United States

Turquoise Canyon, Nevada

The Turquoise Canyon property (formerly the Bald Mountain property) located in Nevada is wholly-owned by First Mining. The property covers an area of 1,562 hectares and is located along the Battle Mountain-Eureka Trend, 16 km south of Barrick Gold Corp.'s Cortez Mine Complex (23 Moz. Au), and 9 km west of its newly discovered Gold Rush deposit (7 Moz. Au) and 1.5 km east of the Toiyabe Mine, a Carlin type gold deposit that produced 89,000 oz. of gold in the 1990s.

Results of an airborne ZTEM survey commissioned by the Company show an antiformal structure in the underlying Roberts Mountain Thrust which will be the focus of future exploration. A gravity high and anomalous conductive/polarizable anomalies at the southwest corner of the property are high priority drill targets. Six other potential drill targets were interpreted from two induced polarization/resistivity lines run over the property.

Risks that can affect our business

There are risks in every business.

The nature of our business means we face many kinds of risks and hazards – some that relate to the mineral exploration industry in general, and others that apply to specific properties, operations or planned operations. These risks could have a significant impact on our business, earnings, cash flows, financial condition, results of operations or prospects.

The following section describes the risks that are most material to our business. This is not, however, a complete list of the potential risks we face – there may be others we are not aware of, or risks we believe are not material today that could become material in the future. We have in place systems and procedures appropriate for a company at our stage of development to manage these risks, to the extent possible, but there is no assurance that we will be successful in preventing the harm that any of these risks could cause.

Types of risk

Exploration, development, production and operational risks

Exploration and development risks

The exploration for and development of minerals involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. These risks include:

- few properties that are explored are ultimately developed into producing mines;
- there can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable;
- with all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions; and
- mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in our resource base.

Exploration and development of mineral properties is capital intensive and unsuccessful exploration or development programs could have a material adverse impact on our operations and financial condition.

Operational hazards and risks

Our operations will be subject to all of the hazards and risks normally encountered in the exploration and development of minerals. To the extent that we take a property to production, we will be subject to all of the hazards and risks associated with the production of minerals. These risks include:

- unusual and unexpected geological formations;
- rock falls;
- seismic activity;
- flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability;
- environmental pollution, and consequent liability that could have a material adverse impact on our business, operations and financial performance;
- mechanical equipment and facility performance problems; and
- periodic disruptions due to inclement or hazardous weather conditions.

Substantial expenditures

Substantial expenditures are required to establish resources and reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in certain cases, to develop infrastructure at any site chosen for exploration. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

The economics of developing mineral properties is affected by many factors including:

- the cost of operations;
- variations in the grade of mineralized material mined;
- fluctuations in metal markets; and
- such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

The remoteness and restrictions on access of properties in which we have an interest will have an adverse effect on expenditures as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which our properties are located, occasionally in poor climate conditions.

No history of mineral production

First Mining has no history of commercially producing metals from its mineral exploration properties. There can be no assurance that we will successfully establish mining operations or profitably produce gold or other precious metals on any our properties. The development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond our control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render reserves and deposits containing relatively lower grades of mineralization uneconomic.

None of our properties are currently under development or production. The future development of any properties found to be economically feasible will require applicable licenses and permits and will require the construction and operation of mines, processing plants and related infrastructure. As a result, the development of any property will be subject to all of the risks associated with establishing new mining operations and business enterprises, including, but not limited to:

- the timing and cost of the construction of mining and processing facilities;
- the availability and costs of skilled labour and mining equipment;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to obtain necessary environmental and other governmental approvals and permits and the timing of those approvals and permits; and
- the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during development, construction and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that our activities will result in profitable mining operations or that mining operations will be established at any of our properties.

Title risks

Title to mineral properties, as well as the location of boundaries on the grounds may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mineral exploration or development activities. At all properties where we have current or planned exploration activities, we believe that we have either contractual, statutory, or common law rights to make such use of the surface as is reasonably necessary in connection with those activities.

We do not have title insurance for any of our mining claims and our ability to ensure that we have obtained secure claims to individual mineral properties or mining concessions may be severely constrained. We have not conducted surveys of all our claims; therefore, the precise area and location of such claims may be in doubt. In addition, many of our mineral properties have had previous owners, and third parties may have valid claims (known or unknown) underlying our interests therein. Accordingly, our properties may be subject to prior unregistered liens, agreements, royalties, transfers or claims, including First Nations land claims, and title may be affected by, among other things, undetected defects. In addition, we may be unable to explore our properties as permitted or to enforce our rights with respect to our properties. An impairment to or defect in our title to our properties could have a material adverse effect on our business, financial condition or results of operation.

Mineral reserves/mineral resources

The properties in which we hold an interest are currently considered to be in the early exploration stage only and do not contain a known body of commercial minerals beyond the PEA level. Mineral resources and mineral reserves are, in large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the particular level of recovery will be realized.

Mineral resources on our properties have been determined based upon assumed cut-off grades, metal prices and operating costs at the time of calculation, as set out in the applicable technical reports. Future production could differ dramatically from resource and reserve estimates because, among other reasons:

- mineralization or formations could be different from those predicted by drilling, sampling and similar examinations;
- calculation errors could be made in estimating mineral resources and mineral reserves;
- increases in operating mining costs and processing costs could adversely affect mineral resources and mineral reserves;
- the grade of the mineral resources and mineral reserves may vary significantly from time to time and there is no assurance that any particular level of metals may be recovered from the ore; and
- declines in the market price of the metals may render the mining of some or all of the mineral reserves uneconomic.

Estimated mineral resources may require downward revisions based on changes in metal prices, further exploration or development activity, increased production costs or actual production experience. This could materially and adversely affect estimates of the tonnage or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource and mineral reserve estimates.

Any reduction in estimated mineral resources as a result could require material write downs in investment in the affected mining property and increased amortization, reclamation and closure charges, which could have a material and adverse effect on future cash flows for the property and on our earnings, results of operations and financial condition.

Because we do not currently have any producing properties, mineralization estimates for our properties may require adjustments or downward revisions based upon further exploration or development work or actual future production experience. In addition, the grade of mineralized material ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on- site conditions or in production scale.

Extended declines in market prices for gold or other metals may render portions of our mineralization uneconomic and result in reduced reported mineralization. Any material reductions in mineralization estimates, or of the ability to extract mineralized material from our properties, could (directly or indirectly) have a material adverse effect on our results of operations or financial condition.

Capital costs, operating costs, production and economic returns

Actual capital costs, operating costs, production and economic returns with respect to our properties may differ significantly from those we have anticipated and there are no assurances that any future development activities will result in profitable mining operations. The capital costs required to develop or take our projects into production may be significantly higher than anticipated. To the extent that such risks impact upon any such properties, there may be a material adverse effect on results of operations on such properties which may in turn have a material adverse effect on our financial condition.

None of our mineral properties have sufficient operating history upon which we can base estimates of future operating costs. Decisions about the development of these and other mineral properties will ultimately be based upon feasibility studies. Feasibility studies derive estimates of cash operating costs based upon, among other things:

- anticipated tonnage, grades and metallurgical characteristics of the mineralized material to be mined and processed;
- anticipated recovery rates metals from the mineralized material;
- cash operating costs of comparable facilities and equipment; and
- anticipated climatic conditions.

Cash operating costs, production and economic returns, and other estimates contained in studies or estimates prepared by or for us, may differ significantly from those anticipated by our current studies and estimates, and there can be no assurance that our actual operating costs will not be higher than currently anticipated.

Property interests

The agreements pursuant to which we hold rights to certain of our properties provide that we must make a series of cash payments over certain time periods or make minimum exploration expenditures. If we fail to make such payments or expenditures in a timely manner, we may lose some or all of our interest in those projects.

Availability of supplies

As with other mineral exploration companies, certain raw materials, supplies and other critical resources used in connection with our operations are obtained from a sole or limited group of suppliers. Due to an increase in activity in the global mining sector, there has been an increase in global demand for such resources. A decrease in the supplier’s inventory could cause unanticipated cost increases, an inability to obtain adequate supplies and delays in delivery times, thereby impacting operating costs, and timing of exploration and development programs.

Lack of infrastructure

The completion of the development of our development projects is subject to various requirements, including the availability and timing of acceptable arrangements for electricity or other sources of power, water and transportation facilities. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay the development of our exploration projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that: the development of our projects will be completed on a timely basis, if at all; any resulting operations will achieve the anticipated production volume; or the ongoing operating costs associated with the development of our projects will not be higher than anticipated.

Personnel recruitment and retention

The success of our operations and development projects depend in part on our ability to attract and retain geologists, engineers, metallurgists and other personnel with specialized skill and knowledge about the mining industry in the geographic areas in which we operate. The number of persons skilled in exploration and development of mining properties is limited and competition for such persons is intense. As our business grows, we may require additional key financial, administrative, and mining personnel as well as additional operations staff. There can be no assurance that we will be successful in attracting, training, and retaining qualified personnel as competition for persons with these skill sets increases. If we are unable to attract and retain sufficiently trained, skilled or experienced personnel, our business may suffer and we may experience significantly higher staff or contractor costs, which could have a material adverse effect on our operations and financial condition.

Financial risks

Substantial capital requirements

Our management team anticipates that we may make substantial capital expenditures for the exploration and development of our properties, in the future. As we are in the exploration stage with no revenue being generated from the exploration activities on our mineral properties, we have limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to us and any such financing may result in substantial dilution to existing shareholders. Moreover, future activities may require us to alter our capitalization significantly. Our inability to access sufficient capital for our operations could have a material adverse effect on our financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause us to forfeit our interest in certain properties, miss certain acquisition opportunities and reduce or terminate our operations.

History of net losses

We have received no revenue to date from activities on our properties, and there is no assurance that any of our properties will generate earnings, operate profitably or provide a return on investment in the future. We have not determined that production activity is warranted as of yet on any of our mineral properties. Even if we (alone or in conjunction with a third party) undertake development and production activities on any of our mineral properties, there is no certainty that we will produce revenue, operate profitably or provide a return on investment in the future.

We are subject to all of the risks associated with new mining operations and business enterprises including, but not limited to:

- the timing and cost, which can be considerable, for the further construction of mining and processing facilities;
- the availability and costs of skilled labour, consultants, mining equipment and supplies;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to obtain necessary environmental and other governmental approvals, licenses and permits, and the timing of those approvals, licenses and permits; and
- the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during construction, development, and mine start-up. In addition, delays in mineral production often occur. Accordingly, there are no assurances that our activities will result in sustainable profitable mining operations or that we will successfully establish mining operations or profitably produce metals at any of our other properties.

Potential volatility of share price

The securities markets in Canada have in the past experienced a high level of price and volume volatility, and the market price of securities of many junior companies have experienced wide fluctuations in price. The market price of our shares may be volatile and could be subject to wide fluctuations due to a number of factors, including but not limited to: actual or anticipated fluctuations in the results of our operations; changes in estimates of our future results of operations by management or securities analysts; and general industry changes. In addition, the financial markets have in the recent past experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many venture issuers and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the mining industry specifically, may adversely affect the market price of our shares.

Non-Canadian investors

We are a public Canadian corporation, with our principal place of business in Canada. A majority of our directors and officers are residents of Canada and a significant portion of our assets and the assets of a majority of our directors and officers are located outside the United States. Consequently, it may be difficult for US or foreign investors to effect service of process within their local jurisdiction upon First Mining or its directors or officers or such experts who are residents of Canada, or to realize in their local jurisdiction upon judgments of local courts (including, but not limited to, judgments predicated upon civil liabilities under the United States Securities Act of 1933, as amended). Investors should not assume that Canadian courts: (i) would enforce judgments of foreign courts obtained in actions against First Mining or such directors, officers or experts (including, but not limited to, judgments predicated upon the civil liability provisions of the US federal securities laws or the securities or "blue sky" laws of any state within the United States); or (ii) would enforce, in original actions, liabilities against First Mining or such directors, officers or experts predicated upon foreign securities laws (including, but not limited to, the US federal securities laws or any state securities or "blue sky" laws). In addition, the protections afforded by Canadian securities laws may not be available to foreign investors.

Currency fluctuations

We maintain our accounts in Canadian dollars. Our operations in Mexico and the United States make us subject to foreign currency fluctuations and such fluctuations may affect our financial position and results. We do not plan to engage in currency hedging activities.

Volatility of mineral prices

Metal prices are affected by numerous factors beyond our control, such as industrial demand, inflation and expectations with respect to the rate of inflation, the strength of the US dollar and of other currencies, interest rates, forward sales by producers, production and cost levels, changes in investment trends, global and regional levels of supply and demand, metal stock levels maintained by producers, inventory carrying costs, availability, demand and costs of metal substitutes, international economic and political conditions, reduced demand resulting from obsolescence of technologies and processes utilizing metals and increased production due to new mine developments and improved mining and production levels. Gold prices are sometimes subject to rapid short-term changes because of speculative activities, and the market price of gold and other metals may not remain at current levels. If these prices were to decline significantly or for an extended period of time, we might be unable to continue our operations, develop our properties or fulfill our obligations under agreements with our partners or under our permits and licenses. As a result, we might lose our interest in, or be forced to sell, some of our properties. In the event of a sustained, significant drop in gold prices, we may be required to re-evaluate our assets, resulting in reduced estimates of mineral resources and mineral reserves and in material write-downs of our investment in mining properties. Furthermore, since gold prices are established in US dollars, a significant decrease in the value of the Canadian dollar relative to the US dollar coupled with stable or declining gold prices could adversely affect our results with respect to development of and eventual sale of gold.

Global financial conditions

Global financial conditions have, at various times in the past and may, in the future, experience extreme volatility. Many industries, including the mining industry, are impacted by volatile market conditions. Global financial conditions may be subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fluctuations in fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect our growth and financial condition. Future economic shocks may be precipitated by a number of causes, including government debt levels, fluctuations in the price of oil and other commodities, the volatility of metal prices, geopolitical instability, changes in laws or governments, war, terrorism, the volatility of currency exchanges, inflation or deflation, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact our ability to obtain equity or debt financing in the future on terms favourable to us or at all. In such an event, our operations and financial condition could be adversely impacted.

Dividends

To date, we have not paid any dividends on our outstanding common shares and we have no plans to declare or pay dividends in the near future. Any decision to pay dividends on our shares will be made by our Board on the basis of our earnings, financial requirements and other conditions.

Dilution

The number of common shares we are authorized to issue is unlimited. We may, in our sole discretion, issue additional common shares from time to time, and the interests of the shareholders may be diluted thereby.

Political risks

Indigenous peoples

Various international and national laws, codes, court decisions, resolutions, conventions, guidelines, and other materials relate to the rights of indigenous peoples including the First Nations of Canada. We operate in some areas presently or previously inhabited or used by indigenous peoples including areas covered by treaties among the First Nations, the federal and applicable provincial governments. Many of these materials impose obligations on government to respect the rights of indigenous people. Some mandate that government consult with indigenous people regarding government actions which may affect indigenous people, including actions to approve or grant mining rights or exploration, development or production permits. The obligations of government and private parties under the various international and national materials pertaining to indigenous people continue to evolve and be defined. Government policy and its implementation regarding Indigenous consultation (including the requirements that are imposed on the mining industry) continue to change. In certain circumstances, Indigenous communities are entitled to be consulted prior to, and during, resource development. The consultation process and expectations of parties (government, Indigenous communities and industry proponents) involved can vary considerably from project to project, within stages of the project life and among Indigenous communities. There can be overlapping or inconsistent Indigenous or treaty claims respecting a project. These can contribute to process uncertainty, increased costs, delay in receiving required approvals, and potentially, an inability to secure the required approvals for a project, each of which could have a material adverse effect on the Company’s business, operations, results of operations, financial condition and future prospects.

Our current and future exploration program may be subject to a risk that one or more groups of indigenous people may oppose development on any of our properties or on properties in which we hold a direct or indirect interest, even where we have entered into agreements with applicable indigenous and non-indigenous authorities. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against our activities. Opposition by indigenous people to our operations may require modification of or preclude development of our projects or may require us to enter into agreements with indigenous people with respect to projects on such properties. Such agreements may have a material adverse effect on our business, financial condition and results of operations.

Foreign operations

While our principal exploration properties are located in Canada, we continue to hold properties in Mexico. Our operations in Mexico or in other countries we determine to operate in may be exposed to various levels of political, economic, and other risks and uncertainties depending on the country or countries in which we operate. These risks and uncertainties include, but are not limited to, terrorism; hostage taking; military repression; fluctuations in currency exchange rates; high rates of inflation or deflation; labour unrest; the risks of civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing governments, political conditions, currency controls, and governmental regulations that favour or require the awarding of contracts to local contractors, or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Future political and economic conditions may result in a government adopting different policies with respect to foreign development and ownership of mineral resources. Any changes in policy may result in changes in laws affecting ownership of assets, foreign investment, taxation, rates of exchange, resource sales, environmental protection, labour relations, price controls, repatriation of income, and return of capital, which may affect both the ability to undertake exploration and development activities in respect of future properties in the manner currently contemplated, as well as our ability to continue to explore, develop, and operate those properties to which we have rights relating to exploration, development, and operations.

Regulatory risks

Government approvals

Our activities are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local First Nations populations. The costs associated with compliance with these laws and regulations can be substantial. Although we believe our activities are carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development, or cause additional expense, capital expenditures, restrictions or delays in the development of our properties. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on our business, operations and financial performance. Further, the mining licenses and permits issued in respect of our projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of our investments in such projects may decline.

Mineral claims, licenses and permitting

Our mineral claims, licenses and permits are subject to periodic renewal and may only be renewed a limited number of times for a limited period of time. While we anticipate that renewals will be given as and when sought, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith. Our business objectives may also be impeded by the costs of holding and/or renewing the mineral claims, licenses and permits. In addition, the duration and success of efforts to obtain and renew mineral claims, licenses and permits are contingent upon many variables not within our control.

Our current and anticipated future operations, including further exploration, development activities and commencement of production on our properties, require licenses and permits from various governmental authorities. Our business requires many environmental, construction and mining permits, each of which can be time-consuming and costly to obtain, maintain and renew. In connection with our current and future operations, we must obtain and maintain a number of permits that impose strict conditions, requirements and obligations on the Company, including those relating to various environmental and health and safety matters. To obtain, maintain and renew certain permits, we are required to conduct environmental assessments pertaining to the potential impact of our operations on the environment and to take steps to avoid or mitigate those impacts. We cannot be certain that all licenses and permits that we may require for our operations will be obtainable on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that we have obtained, could have a material adverse impact on First Mining.

In February 2018, the Government of Canada released Bill C-69 to amend the current federal approval processes. It is uncertain when the new legislation will be brought into force and what types of projects may be affected by the proposed legislation. It is also uncertain whether any new approval process adopted by the federal government will result in a more efficient approval process. The lack of regulatory certainty is likely to have an influence on investment decisions for major projects. Even when projects are approved on a federal level, such projects often face further delays due to interference by provincial and municipal governments, as well as court challenges related to issues such as indigenous title, the government's duty to consult and accommodate indigenous peoples and the sufficiency of the relevant environmental review processes. ◦Such political and legal opposition creates further uncertainty.

Anti-bribery legislation

Our activities are subject to a number of laws that prohibit various forms of corruption, including domestic laws, that prohibit both commercial and official bribery and anti-bribery laws that have a global reach such as the *Corruption of Foreign Public Officials Act*. The increasing number and severity of enforcement actions in recent years present particular risks with respect to our business activities, to the degree that any employee or other person acting on our behalf might offer, authorize, or make an improper payment to a government official, party official, candidate for political office, or political party, an employee of a state-owned or state-controlled enterprise, or an employee of a public international organization.

Transparency in the extractive industry

The *Canadian Extractive Sector Transparency Measures Act* ("**ESTMA**") came into force on June 1, 2015 and applies to fiscal periods which commenced after that date. As a result, as a Canadian publicly listed corporation we must report annually on payments of $100,000 or more made to any level of government in Canada or abroad related to a single project. The reporting applies to taxes, licences, fees, royalties, production entitlements, bonuses, dividends, fines and infrastructure payments. Our reports under ESTMA are publicly available on the Department of Natural Resources website (www.nrcan.gc.ca).

Environmental risks

Environmental laws and regulations

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that mines and exploration sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. Companies engaged in exploration and development of mineral properties may from time to time experience increased costs and delays in exploration and production as a result of the need to comply with applicable laws, regulations and permits. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

We believe we are in substantial compliance with all material laws and regulations which currently apply to our activities. We cannot give any assurance that, notwithstanding our precautions and limited history of activities, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not result in additional costs or curtailment of planned activities and investments, which could have a material and adverse effect on our future cash flows, earnings, results of operations and financial condition. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Companies engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws even where there has been no intentional wrong-doing.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on us and cause increases in capital expenditures or any future production costs or require abandonment or delays in the development of new mining properties.

Compliance with emerging climate change regulations

Climate change is an international concern and poses risks to issuers of both direct and indirect effects of physical climate changes and government policy including climate change legislation and treaties. Both types of risks could result in increased costs, and therefore decreased profitability of our operations. Governments at all levels may be moving towards enacting legislation to address climate change concerns, such as requirements to reduce emission levels and increase energy efficiency, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. Where legislation has already been enacted, such regulations may become more stringent, which may result in increased costs of compliance. There is no assurance that compliance with such regulations will not have an adverse effect on our results of operations and financial condition. Furthermore, given the evolving nature of the debate related to climate change and resulting requirements, it is not possible to predict the impact on our results of operations and financial condition.

Climate change may result in a number of physical impacts on our business, including an increasing frequency of extreme weather events (such as increased periods of snow and increased frequency and intensity of storms), water shortages and extreme temperatures, which have the potential to disrupt our exploration and development plans and may have other impacts on our business, including transportation difficulties and supply disruptions. Our emergency plans for managing extreme weather conditions may not be sufficient and extended disruptions could have adverse effects on our results of operations and financial condition.

Industry risks

Speculative nature of mineral development activities

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, may, for a variety of factors not be economic to produce.

The marketability of minerals acquired or discovered by us may be affected by numerous factors which are beyond our control and which cannot be accurately predicted, such as:

- market fluctuations;
- the proximity and capacity of milling facilities;
- mineral markets;
- processing equipment; and
- government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

Estimates of mineral resources, mineral reserves, mineral deposits and production costs can also be affected by such factors as:

- environmental permitting regulations and requirements;
- weather;
- environmental factors;
- unforeseen technical difficulties;
- unusual or unexpected geological formations; and
- work interruptions.

In addition, the grade of mineralized material ultimately mined may differ from that indicated by drilling results.

Short term factors relating to mineral properties, such as the need for orderly development of mineralized bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in mineralized material reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Our mineral properties are all in the exploration stage only and are without known bodies of commercial mineralized material. Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that our mineral exploration activities will result in any discoveries of new commercial bodies of mineralized material. There are no reassurances that commercial production activities will commence on any of our properties.

Competition

The mining industry is highly competitive. We compete with companies for the acquisition, exploration and development of gold and other precious and base metals, and for capital to finance such activities, and such companies may have similar or greater financial, technical and personnel resources available to them.

Other risks

Reliance on key employees

We manage our business with a number of key personnel, including key contractors, the loss of a number of whom could have a material adverse effect on us. In addition, as our business develops and expands, we believe that our future success will depend greatly on our continued ability to attract and retain highly-skilled and qualified personnel and contractors. In assessing the risk of an investment in our shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of our management team and board of directors. We cannot be certain that key personnel will continue to be employed by us or that we will be able to attract and retain qualified personnel and contractors in the future. Failure to retain or attract key personnel could have a material adverse effect on us. We do not maintain “key person” insurance policies in respect of our key personnel.

Conflicts of interest

Certain directors and officers will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and must refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA and in accordance with our Code of Business Conduct and Ethics.

Uninsured risks

Our business is subject to a number of risks and hazards, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena, such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to our properties, personal injury or death, delays in program development, monetary losses and possible legal liability.

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage our interests, even when those efforts are successful, people are fallible and human error and mistakes could result in significant uninsured losses to us. These could include, but are not limited to, loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, erroneous or incomplete filings or non-fulfillment of other obligations, significant tax liabilities in connection with any tax planning effort we might undertake or mistakes in interpretation and implementation of tax laws and practices, and legal claims for errors or mistakes by our personnel.

Although we maintain insurance to protect against certain risks in amounts that we consider reasonable, our insurance will not cover all the potential risks associated with our operations. We may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against certain risks, such as environmental pollution or other hazards as a result of exploration and production, is not generally available to us or to other mineral exploration companies on acceptable terms. We may also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect upon our financial performance, results of operations and business outlook.

Litigation and regulatory proceedings

We may be subject to civil claims (including class action claims) based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with our operations, or investigations relating thereto. While we are presently unable to quantify any potential liability under any of the above heads of damage, such liability may be material to us and may materially adversely affect our ability to continue operations. In addition, we may be subject to actions or related investigations by governmental or regulatory authorities in connection with our business activities, including, but not limited to, current and historic activities at our mineral properties. Such actions may include prosecution for breach of relevant legislation or failure to comply with the terms of our licenses and permits and may result in liability for pollution, other fines or penalties, revocations of consents, permits, approvals or licenses or similar actions, which could be material and may impact the results of our operations. Our current insurance coverage may not be adequate to cover any or all the potential losses, liabilities and damages that could result from the civil and/or regulatory actions referred to above.

Future Acquisitions and Dispositions

As part of our business strategy, we have sought and may continue to seek new mining and exploration opportunities in the mining industry. In pursuit of such opportunities, we may fail to select appropriate acquisition targets or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses into us. Ultimately, any acquisitions would be accompanied by risks, which could include:

- a significant change in commodity prices after we have committed to complete the transaction and established the purchase price or exchange ratio;

- a material ore body could prove to be below expectations;
- difficulty in integrating and assimilating the operations and workforce of any acquired companies;
- realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise;
- the bankruptcy of parties with whom we have arrangements;
- maintaining uniform standards, policies and controls across the organization;
- disruption of our ongoing business and its relationships with employees, suppliers, contractors and other stakeholders as we integrate the acquired business or assets;
- the acquired business or assets may have unknown liabilities which may be significant;
- delays as a result of regulatory approvals; and
- exposure to litigation (including actions commenced by shareholders) in connection with the transaction.

Any material issues that we encounter in connection with an acquisition could have a material adverse effect on our business, results of operations and financial position.

Joint ventures

If we dispose of any of our mineral properties, we may consider retaining interest in such properties and that interest may be in the form of a joint venture. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on our profitability or the viability of our interests that may be held through joint ventures, which could have a material adverse impact on our future cash flows, earnings, results of operations and financial condition:

- disagreements with joint venture partners on how to develop and operate mines efficiently;
- inability to exert influence over certain strategic decisions made in respect of joint venture properties;
- inability of joint venture partners to meet their obligations to the joint venture or third parties; and
- litigation between joint venture partners regarding joint venture matters.

Future Sales of Shares

Sales of a substantial number of our shares in the public market could occur at any time following, or in connection with, the completion of any offering. These sales, or the market perception that the holders of a large number of our shareholders intend to sell our shares, could reduce the market price of our shares. A decline in the market price of the shares could impair our ability to raise additional capital through the sale of securities should we desire to do so.

The issuance of shares to shareholders whose investment profile may not be consistent with our business may lead to significant sales of our shares or a perception that such sales may occur, either of which could have a material adverse effect on the market for and market price of our shares. We are unable to predict the effect that sales may have on the then prevailing market price of our shares.

Reputation Loss

Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to our overall ability to advance our projects, thereby having a material adverse impact on our financial performance, financial condition and growth prospects. Damage to our reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity (for example, with respect to our handling of environmental matters or our dealings with community groups), whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regards to us and our activities, whether true or not. We do not ultimately have direct control over how we are perceived by others and reputational loss could have a material adverse impact on our financial performance, financial condition and growth prospects.

Equity Price Risk

The Company is exposed to equity price risk as a result of holding equity investments, which comprise of marketable securities and mineral property investments, in other mineral property exploration companies.

Foreign Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, the United States, and Mexico, and a portion of the Company's expenses are incurred in Canadian dollars, US dollars, and Mexican Pesos. A significant change in the currency exchange rates between the Canadian, US and Mexican currencies, could have an effect on the Company's results of operations, financial position or cash flows.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings that are subject to fluctuations in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents, accounts and other receivables, and the reclamation deposit. The Company considers credit risk with respect to its cash and cash equivalents to be immaterial as cash and cash equivalents are mainly held through large Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by preparing annual estimates of exploration and administrative expenditures and monitoring actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and retention of its mineral properties. The Company has historically demonstrated the ability to raise new capital through equity issuances and/or through surplus cash as part of its acquisitions. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

Financing Risks

The Company has finite financial resources, has no current source of operating cash flow and has no assurance that additional funding will be available to it for its future activities, including exploration or development of mineral projects. Such further activities may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain additional financing could result in delay or indefinite postponement of exploration and development of the Company's existing mineral projects and could result in the loss of one or more of its properties.

Other risks

Our business and operations are subject to a number of risks and hazards including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- failure of processing and mining equipment;
- labour disputes;
- supply problems and delays;
- changes in regulatory environment;
- encountering unusual or unexpected geologic formations or other geological or grade problems;
- encountering unanticipated ground or water conditions;
- cave-ins, pit-wall failures, flooding, rock bursts and fire;
- periodic interruptions due to inclement or hazardous weather conditions;
- uncertainties relating to the interpretation of drill results;
- inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration or development results will not be consistent with our expectations;
- the potential for delays in exploration or the completion of feasibility studies; and
- other acts of God or unfavourable operating conditions.

Such risks could result in damage to, or destruction of, properties or equipment, personal injury or death, loss of key employees, environmental damage, delays in development programs, monetary losses and possible legal liability. Satisfying such liabilities may be very costly and could have a material adverse effect on future cash flow, results of operations and financial condition.

Legal proceedings

There are no material legal proceedings which we are or were a party to or to which our properties are or were subject, either during the financial year ended December 31, 2018 or as of the date of this AIF, nor are we aware that any material proceedings are contemplated.

During the financial year ended December 31, 2018, and as of the date of this AIF, we have not had any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or by a court or regulatory body. We have also never been involved in a settlement agreement before a court relating to securities legislation or with a securities regulatory authority.

Investor information

Share capital

Our authorized share capital consists of:

- an unlimited number of common shares; and
- an unlimited number of preferred shares, issuable in series.

Common shares

We can issue an unlimited number of common shares with no nominal or par value. As of December 31, 2018 and as of the date of this AIF, we had 558,316,916 common shares outstanding. All of our outstanding common shares are fully paid and non-assessable.

The following is a summary of the principal attributes of our common shares:

Voting rights

Holders of our common shares are entitled to vote on all matters that are to be voted on at any shareholder meeting, other than meetings that are only for holders of another class or series of shares. Each common share you own represents one vote. There are no cumulative voting rights, and directors do not stand for re-election at staggered intervals.

Dividends

Holders of our common shares are entitled to share *pro rata* in any profits of First Mining to the extent that such profits are distributed either through the declaration of dividends by our Board or otherwise distributed to shareholders. There are no indentures or agreements limiting the payment of dividends.

Rights on dissolution

In the event of the liquidation, dissolution or winding up of First Mining, the holders of our common shares will be entitled to receive, on a *pro rata* basis, all of our assets remaining after payment of all of our liabilities.

Pre-emptive, conversion and other rights

Holders of our common shares have no pre-emptive, redemption, purchase or conversion rights attaching to their shares, and our common shares, when fully paid, will not be liable to further call or assessment. No other class of shares may be created without the approval of the holders of our common shares. There are no provisions discriminating against any existing or prospective holder of our common shares as a result of such shareholder owning a substantial number of common shares. In addition, non-residents of Canada who hold our common shares have the same rights as shareholders who are residents of Canada.

Preferred shares

We can issue an unlimited number of preferred shares with no nominal or par value. As of the date of this AIF, we did not have any preferred shares outstanding.

The preferred shares are issuable in series. The preferred shares of each series rank in parity with the preferred shares of every other series with respect to dividends and return of capital and are entitled to a preference over the common shares and any other shares ranking junior to the preferred shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of First Mining.

Our Board of Directors is empowered to fix the number of shares and the rights to be attached to the preferred shares of each series, including the amount of dividends and any conversion, voting and redemption rights. Subject to our articles of incorporation and to applicable law, the preferred shares as a class are not entitled to receive notice of or attend or vote at meetings of the Company's shareholders.

Security-based compensation and convertible securities

Stock options

Our shareholders most recently approved the Company's existing amended and restated stock option plan (the "**Option Plan**") on June 12, 2018. The Option Plan allows for the issuance of up to 10% of our issued and outstanding shares as incentive share options ("**Options**") to our directors, officers, employees and consultants of the Company.

Options granted under the Option Plan may be subject to vesting provisions as determined by our Board of Directors. All outstanding Options granted prior to December 1, 2018 are fully vested and exercisable, with the exception of Options granted to employees who carry out investor relations functions, as such Options are subject to certain vesting periods required under the rules and policies of the TSX. Subject to the additional vesting restrictions on Options granted to employees who carry out investor relations functions, all outstanding Options granted after December 1, 2018 are subject to a vesting schedule pursuant to which 25% of the Options vest immediately on the date of grant, with 25% vesting every six months thereafter.

As of December 31, 2018 and as of the date of this AIF, there were 48,265,000 Options and 45,715,000 Options, respectively, outstanding with exercise prices ranging from $0.15 to $0.95, and expiry dates ranging from March 30, 2020 to January 7, 2024.

Warrants

In addition to the outstanding Options noted above, as of December 31, 2018 and as of the date of this AIF, there were 20,116,855 share purchase warrants outstanding to acquire common shares of First Mining at exercise prices ranging from $0.20 to $1.10, and with expiry dates ranging from April 2, 2019 to June 16, 2021.

Escrowed securities

The following table shows the number and percentage of common shares held, to First Mining's knowledge, in escrow or subject to a contractual restriction on transfer as at December 31, 2018:

Designation of class	Number of securities held in escrow or subject to a contractual restriction on transfer	Percentage of class
Common Shares	5,931,658 (1)	1.1%

Notes:

1. These 5,931,658 common shares of First Mining are being held in escrow by Computershare Trust Company of Canada pursuant to an escrow agreement dated June 16, 2016 that was entered into in connection with our acquisition of Tamaka. These escrowed shares will be released from escrow on June 17, 2019.

Material contracts

Other than contracts made in the ordinary course of business, as of the date of this AIF, we have no material contracts.

Market for our securities

Our common shares are listed and traded on the TSX under the symbol "FF", on the OTC-QX under the symbol "FFMGF", and on the Frankfurt Stock Exchange under the symbol "FMG".

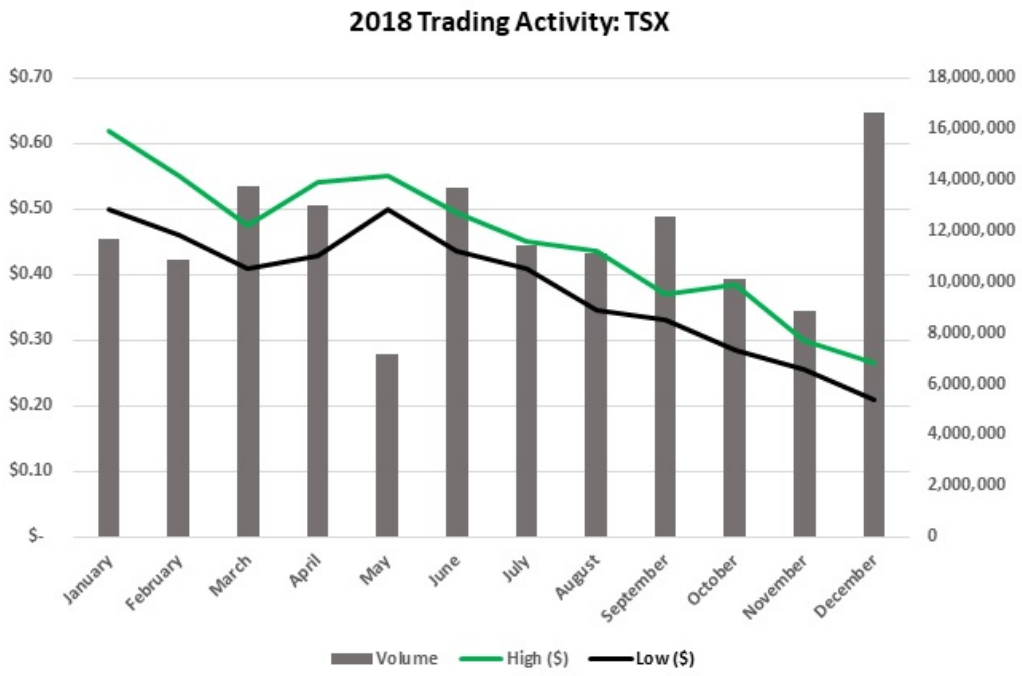
We have a registrar and transfer agent for our common shares:

Computershare Investor Services Inc.
510 Burrard Street, 2nd Floor, Vancouver, British Columbia V6C 3B9.

Trading activity

The table below shows the high and low closing prices and trading volumes of our common shares on the TSX for each month of our most recently completed financial year.

2018	High ($)	Low ($)	Volume
January	0.620	0.500	11,670,400
February	0.550	0.460	10,862,200
March	0.475	0.410	13,761,900
April	0.540	0.430	13,034,600
May	0.550	0.500	7,179,400
June	0.495	0.435	13,693,300
July	0.450	0.410	11,417,100
August	0.435	0.345	11,097,300
September	0.370	0.330	12,576,200
October	0.385	0.285	10,143,800
November	0.300	0.255	8,843,500
December	0.265	0.210	16,631,200
TOTAL			**140,910,900**



Our team

Directors

All our directors are elected for a one year term, and hold office until our next annual shareholder meeting, unless he or she resigns before that time or steps down, as required by corporate law. The directors of First Mining as of the date of this AIF are as follows:

Director	Board committees	Principal occupation or employment for past five years
 **Keith Neumeyer** Zug, Switzerland Director since March 30, 2015	Chairman of the Board Audit Committee Compensation Committee Corporate Governance Committee	Director and Chairman of First Mining since March 30, 2015 November 2001 to present – Founder, President and Chief Executive Officer, First Majestic Silver Corp. (mining company) December 1998 to present – Director, First Majestic Silver Corp. (mining company)
Ownership of Securities:	*10,955,313 shares*	*356,129 warrants*	*6,890,000 options*

Director	Board committees	Principal occupation or employment for past five years
 **Michel Bouchard** Québec, Canada Director since April 8, 2016	Audit Committee Compensation Committee (chair)	Director of First Mining since April 8, 2016 September 2016 to present – Director, SIRIOS Resources Inc. (mining company) July 2016 to present – Chairman, Monarques Gold Corp. (mining company) May 2013 to present – Director, Cartier Resources Inc. (mining company) November 2011 to April 2016 – President, Chief Executive Officer and a Director of Clifton Star Resources Inc. (mining company)
Ownership of Securities:	*578,000 shares*	*15,000 warrants*	*1,925,000 options*

Director	Board committees	Principal occupation or employment for past five years	
 **Chris Osterman, Ph.D.** Tucson, Arizona USA Director since March 30, 2015	None	Director of First Mining since March 30, 2015 Chief Operating Officer of First Mining since January 2018 March 2015 to January 2018 – Chief Executive Officer of First Mining September 2011 to March 2015 – Chief Executive Officer, Sundance Minerals Ltd. (private mining company) April 2007 to March 2015 – President, Sundance Minerals Ltd. (private mining company)	
Ownership of Securities:	*1,760,084 shares*	*8,500 warrants*	*7,265,000 options*

Director	Board committees	Principal occupation or employment for past five years	
 **Raymond L. Polman, CPA, CA** Vancouver, British Columbia, Canada Director since March 30, 2015	Audit Committee (chair) Compensation Committee Corporate Governance Committee	Director of First Mining since March 30, 2015 February 2007 to present – Chief Financial Officer of First Majestic Silver Corp. (mining company)	
Ownership of Securities:	*358,333 shares*	*NIL warrants*	*2,175,000 options*

Director	Board committees	Principal occupation or employment for past five years	
 **David Shaw, Ph.D.** Vancouver, British Columbia, Canada Director since March 30, 2015 (Director of the predecessor company, Albion Petroleum Ltd., since April 5, 2005)	Compensation Committee Corporate Governance Committee (chair)	Director of First Mining since March 30, 2015 December 2018 to present – Director of Cerro de Pasco Resources Inc. (mining company) June 2014 to present – Director of Medallion Resources Ltd. (mining company) December 2010 to present – Director of Great Quest Fertilizer Ltd. (mining company) January 2005 to present – Director, First Majestic Silver Corp. (mining company) June 2000 to present – President of Duckmanton Partners Ltd. (consulting business) November 2013 to July 2014 – Director of Global Strategic Metals NL (capital pool company) April 2005 to March 2015 – President and Director of Albion Petroleum Ltd. (capital pool company)	
Ownership of Securities:	*935,250 shares*	*50,000 warrants*	*2,575,000 options*

Director	Board committees	Principal occupation or employment for past five years	
 **Dan Wilton** Vancouver, British Columbia Canada Director since January 7, 2019	None	Chief Executive Officer and a Director of First Mining since January 7, 2019 December 2018 to present – Director of South Star Mining Corp. (mining company) December 2018 to present – Director of Magna Mining Corp. (mining company) September 2010 to present – Director of Providence Health Care (non-profit health care provider) February 2013 to April 2018 – Partner of Pacific Road Capital Management Pty Ltd (global private equity investment firm)	
Ownership of Securities:	*240,000 shares*	*NIL warrants*	*5,000,000 options*

Officers

The officers of our Company as of the date of this AIF are as follows:

Officer	Principal occupation or employment for past five years
 **Dan Wilton** *Chief Executive Officer* Vancouver, British Columbia Canada	Chief Executive Officer and a Director of First Mining since January 7, 2019 December 2018 to present – Director of South Star Mining Corp. (mining company) December 2018 to present – Director of Magna Mining Corp. (mining company) September 2010 to present – Director of Providence Health Care (non-profit health care provider) February 2013 to April 2018 – Partner of Pacific Road Capital Management Pty Ltd (global private equity investment firm)

Ownership of Securities:	*240,000 shares*	*NIL warrants*	*5,000,000 options*

Officer	Principal occupation or employment for past five years
 **Chris Osterman, Ph.D.** *Chief Operating Officer* Tucson, Arizona USA	Chief Operating Officer of First Mining since January 2018 Director of First Mining since March 2015 March 2015 to January 2018 – Chief Executive Officer of First Mining September 2011 to March 2015 – Chief Executive Officer, Sundance Minerals Ltd. (private mining company) April 2007 to March 2015 – President, Sundance Minerals Ltd. (private mining company)

Ownership of Securities:	*1,760,084 shares*	*8,500 warrants*	*7,265,000 options*

Officer	Principal occupation or employment for past five years
 **Andrew Marshall** *Chief Financial Officer* Vancouver, British Columbia Canada	Chief Financial Officer of First Mining since September 2016 June 2015 to September 2016 – Controller of First Mining June 2013 to June 2015 – Director of Finance, Great Panther Silver Ltd. (mining company) October 2011 to June 2013 – Controller, Alexco Resource Corp. (mining company)

Ownership of Securities:	*140,800 shares*	*18,750 warrants*	*2,350,000 options*

Officer	Principal occupation or employment for past five years
 **Samir Patel, LL.B. (Hons)** *General Counsel and Corporate Secretary* Vancouver, British Columbia, Canada	General Counsel and Corporate Secretary of First Mining since January 2019 June 2016 to December 2018 – Corporate Counsel and Corporate Secretary of First Mining November 2012 to May 2016 – Corporate Counsel and Corporate Secretary of Wellgreen Platinum Ltd. (mining company) November 2012 to February 2013 – Corporate Counsel and Corporate Secretary, Prophecy Coal Corp. (mining company) September 2009 to November 2012 – Associate, Securities & Capital Markets group, Borden Ladner Gervais LLP (law firm)

Ownership of Securities:	*108,000 shares*	*37,700 warrants*	*1,950,000 options*

To our knowledge, the total number of common shares that the directors and officers as a group either: (i) beneficially owned; or (ii) exercised direction or control over, directly or indirectly, as at the date of this AIF was 15,075,780 common shares. This represents approximately 2.7% of our outstanding common shares as at the date of this AIF (on an undiluted basis).

Interest of management and others in material transactions

To the best of our knowledge, none of the directors, executive officers or shareholders that either: (i) beneficially own; or (ii) control or direct, directly or indirectly, over 10% of any class of our outstanding securities, nor their associates or affiliates, have or have had within the three most recently completed financial years, any material interests, direct or indirect, in transactions which have materially affected, or are reasonably expected to materially affect, our Company.

Other information about our directors and officers

None of our directors or officers, or a shareholder holding a sufficient number of securities of First Mining to affect materially the control of our Company, is or was a director or executive officer of another company (including our Company) in the past 10 years that:

- was subject to a cease trade or similar order, or an order denying that company any exemption under securities legislation that was in effect for more than 30 consecutive days, while the director or executive officer held that role with the company;
- was involved in an event while the director or executive officer was acting in that capacity that resulted in the company being subject to one of the above orders after the director or executive officer no longer held that role with the company; or
- while acting in that capacity, or within a year of acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

None of them in the past 10 years:

- became bankrupt;
- made a proposal under any legislation relating to bankruptcy or insolvency;
- has been subject to or launched any proceedings, arrangement or compromise with any creditors; or
- had a receiver, receiver manager or trustee appointed to hold any of their assets.

None of them has ever been subject to:

- penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Audit Committee information

National Instrument 52-110 *Audit Committees* ("**NI 52-110**") requires us to have an audit committee (the "**Audit Committee**") comprised of not less than three directors all of whom are "independent" and "financially literate" (as such terms are defined in NI 52-110). NI 52-110 also requires us to disclose in this AIF certain information regarding the Audit Committee. That disclosure is set out below.

Overview

The Company's Audit Committee is principally responsible for:

- recommending to our Board the external auditor to be nominated for election by the shareholders at each annual general meeting and negotiating the compensation of such external auditor;
- overseeing the work of the external auditor;
- reviewing our annual and interim financial statements, MD&A and press releases regarding earnings before they are reviewed and approved by our Board and publicly disseminated; and
- reviewing our financial reporting procedures and internal controls to ensure adequate procedures are in place for our public disclosure of financial information extracted or derived from our financial statements.

Committee charter

A copy of the Audit Committee's charter is attached as Appendix "A" to this AIF.

Composition of the Audit Committee

Our current Audit Committee consists of Raymond Polman (current chairman of the Audit Committee), Keith Neumeyer and Michel Bouchard.

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of our Board, reasonably interfere with the exercise of the member's independent judgment. All of the members of our Audit Committee are "independent" within the meaning of NI 52-110.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of our Audit Committee are "financially literate" as that term is defined in NI 52-110.

Relevant education and experience

The following is a description of the skills and experience of each member of the Audit Committee that is relevant to the performance of their responsibilities as a member of the Audit Committee:

Raymond Polman *(Chairman of Audit Committee)*

Mr. Polman has over 30 years of public accounting and corporate finance experience in the Canadian and US financial markets and has been Chief Financial Officer of First Majestic Silver Corp. since February 2007. Prior to First Majestic, Mr. Polman had been a Chief Financial Officer for six years with a number of publicly traded high technology companies, prior to which he served several years as the Director of Finance for Rescan Environmental, a large privately owned company serving the global mining community. Mr. Polman has a Bachelor of Science (Economics) Degree from the University of Victoria and he is a member of the Institute of Chartered Accountants of British Columbia. Mr. Polman also brings eight years of prior public accounting experience with Deloitte LLP.

Keith Neumeyer

Mr. Neumeyer has worked in the investment community for over 30 years. He began his career at a number of Canadian national brokerage firms. Mr. Neumeyer moved on to work with several publically traded companies in the resource and high technology sectors. His roles have included senior management positions and directorships responsible in areas of finance, business development, strategic planning and corporate restructuring. Mr. Neumeyer was the original and founding President of First Quantum Minerals Ltd. He also founded and is currently the Chief Executive Officer of First Majestic Silver Corp. Mr. Neumeyer has also listed a number of companies on the Toronto Stock Exchange and as such has extensive experience dealing with the financial, regulatory, legal and accounting issues that are relevant in the investment community.

Michel Bouchard

Mr. Bouchard has been involved in the exploration, development and production aspects of the mining sector for over 30 years. From November 2011 to April 2016, he was the President and CEO, and a director, of Clifton Star, and upon the acquisition of Clifton Star by First Mining, he was appointed to the Board of First Mining. Mr. Bouchard has also been a director and senior officer of several public companies in the mining sector. He is credited with the co-discovery of the Bouchard-Hebert Mine in north western Québec, and he has held senior executive positions at Aiguebelle Resources, Audrey Resources, Lyon Lake Mines, SOQUEM, Cadiscor, McWatters Mines, North American Palladium Inc. and NAP Québec Inc. As such, Mr. Bouchard has extensive experience dealing with the financial, regulatory, legal and accounting issues that are relevant in the mining industry. Mr. Bouchard has a Bachelor of Science (Geology) Degree and a Masters of Science (Geology) Degree from the University of Montreal, and an MBA from HEC Montréal.

Audit committee oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on certain exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in section 2.4 (*De Minimis Non-audit Services*), section 3.2 (*Initial Public Offerings*), section 3.4 (*Events Outside Control of Member*) or section 3.5 (*Death, Disability or Resignation of Audit Committee Member*) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in subsection 3.3(2) (*Controlled Companies*), section 3.6 (*Temporary Exemption for Limited and Exceptional Circumstances*) or the exemption in section 3.8 (*Acquisition of Financial Literacy*) of NI 52-110.

Pre-approval policies and procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services; however, the Audit Committee approves all non-audit services in advance.

External auditor service fees (by category)

PricewaterhouseCoopers LLP served as the Company's external auditor for the years ended December 31, 2018 and December 31, 2017. The aggregate fees billed by our external auditor during the years ended December 31, 2018 and December 31, 2017 are set out in the table below.

	Year Ended December 31, 2018	**Year Ended December 31, 2017**
Audit fees (1)	$119,543	$88,924
Audit-related fees (2)	Nil	Nil
Tax fees (3)	$1,680	$8,936
All other fees (4)	Nil	Nil
Total	**$121,223**	**$97,860**

(1) Represents the aggregate fees billed and expected to be billed by our external auditor for audit services. In addition to the amounts billed during the calendar years 2018 and 2017, for the audit year ended December 31, 2018, an amount of $53,813 (2017 – $47,250) relating to audit fees expected to be billed in calendar year 2019 has been included above. For the audit year ended December 31, 2017, an additional fee of $2,824 was billed that is included in the audit fees of $88,924.

(2) Represents the aggregate fees billed for assurance and related services by our external auditor that are reasonably related to the performance of the audit or review of our financial statements and are not included under "Audit Fees".

(3) Represents the aggregate fees billed for professional services rendered by our external auditor for tax compliance, tax advice and tax planning.

(4) Represents the aggregate fees billed for products and services provided by our external auditor other than those services reported under "Audit Fees", "Audit-Related Fees" and "Tax Fees".

Interests of experts

Auditor

Our auditor is PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated March 28, 2019 in respect of the Company's consolidated financial statements as at December 31, 2018 and for the year then ended. PricewaterhouseCoopers LLP has advised that they are independent within the meaning of PCAOB Rule 3526, and the Chartered Professional Accountants of British Columbia Code of Professional Conduct. They are located at Suite 1400 – 250 Howe Street, Vancouver, British Columbia V6C 3S7.

Qualified persons

All technical and scientific information discussed in this AIF, including mineral resource estimates for our material properties, and all technical and scientific information for our other non-material projects, has been reviewed and approved by our Chief Operating Officer and Director, Dr. Chris Osterman, Ph.D., P.Geo., who is a qualified person for the purposes of NI 43-101.

The following individuals prepared the Springpole Technical Report with reference to the requirements of NI 43-101:

- Dr. Gilles Arseneau, Ph.D., P.Geo., Associate Consultant (Geology), of SRK Consulting (Canada) Inc.;
- Dr. Adrian Dance, Ph.D., P.Eng., Principal Consultant (Metallurgy), of SRK Consulting (Canada) Inc.;
- Victor Munoz, P.Eng., M.Eng., Senior Consultant (Water Resources Engineering), of SRK Consulting (Canada) Inc.;
- Grant Carlson, P.Eng, Senior Consultant (Mining), of SRK Consulting (Canada) Inc.;
- Neil Winkelmann, FAusIMM, Principal Consultant (Mining), of SRK Consulting (Canada) Inc.;
- Bruce Andrew Murphy, P.Eng, Principal Consultant (Geotechnical), of SRK Consulting (Canada) Inc.;
- Michael Royle, M.App.Sci., P.Geo., Principal Consultant (Hydrogeology), of SRK Consulting (Canada) Inc.;
- Dr. Ewoud Maritz Rykaart, Ph.D., P.Eng., Principal Consultant (Geotechnical Engineering), of SRK Consulting (Canada) Inc.; and
- Mark Liskowich, P.Geo., Principal Consultant (Environmental), of SRK Consulting (Canada), Inc.

Todd McCracken, P.Geo., Manager – Mining of WSP Canada Inc., prepared the Goldlund Technical Report with reference to the requirements of NI 43-101.

Mark Drabble, B.App.Sci (Geology), MAIG, MAusIMM, and Kahan Cervoj, B.App.Sci (Geology), MAIG, MAusIMM, Principal Consultants of Optiro Pty Limited, prepared the Cameron Gold Technical Report with reference to the requirements of NI 43-101.

B. Terrence Hennessey, P.Geo., of Micon International Limited, prepared the Pickle Crow Technical Report with reference to the requirements of NI 43-101.

Michael P. Cullen, M.Sc., P.Geo., of Mercator Geological Services Limited, prepared the Hope Brook Technical Report with reference to the requirements of NI 43-101.

Each of the abovementioned firms or persons hold, as either a registered or beneficial holder, less than one percent of the outstanding securities of First Mining or of any associate or affiliate of First Mining. None of the aforementioned firms or persons received any direct or indirect interest in any securities of First Mining or of any associate or affiliate of First Mining in connection with the preparation and review of any technical report or this AIF. None of the aforementioned firms or persons, nor any directors, officers or employees of such firms or persons, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company, other than Dr. Chris Osterman, our Chief Operating Officer and a Director of First Mining.

Legal counsel

Our external legal counsel is Bennett Jones LLP, and they are located at Suite 2600, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.

Additional information

You can find more information about First Mining under our SEDAR profile at www.sedar.com and on our website at www.firstmininggold.com.

Our most recent management information circular dated May 4, 2018 contains additional information on how our directors and officers are compensated, the principal holders of our securities, and the securities that are authorized for issuance under our equity compensation plans, and is available under our SEDAR profile at www.sedar.com.

For additional financial information about First Mining, see our audited consolidated annual financial statements and management's discussion and analysis for the financial year ended December 31, 2018, which are also available under our SEDAR profile at www.sedar.com and on our website at www.firstmininggold.com.

Copies of the above documents may be obtained from First Mining by contacting us at Suite 1800 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, telephone: 1.844.306.8827.

Appendix A

FIRST MINING GOLD CORP.

AUDIT COMMITTEE CHARTER

1. INTRODUCTION

(a) The audit committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of First Mining Gold Corp. (the "**Company**") to be responsible for the oversight of the accounting and financial reporting process and financial statement audits of the Company.

(b) 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

(a) The Committee will be composed of three directors from the Board, a majority of whom will be independent (as defined in *National Instrument 58-101 – Disclosure of Corporate Governance Practices*).

(b) All members of the Committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the Committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

3. RESPONSIBILITIES

The Committee has the responsibility to:

(i) review and report to the board of directors of the Company on the following before they are publicly disclosed:

(A) the financial statements and MD&A (management discussion and analysis) (as defined in *National Instrument 51-102 – Continuous Disclosure Obligations*) of the Company;

(B) the auditor's report, if any, prepared in relation to those financial statements,

(ii) review the Company's annual and interim earnings press releases before the Company publicly discloses this information;

(iii) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;

(iv) recommend to the Board:

(A) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(B) the compensation of the external auditor,

(v) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(vi) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established;

(vii) monitor the management of the principal risks that could impact the financial reporting of the Company;

(viii) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(ix) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor;

(x) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(xi) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings; and

(xii) review, and report to the Board on its concurrence with the disclosure required by Form 52-110F2 – Disclosure by Venture Issuers in any management information circular prepared by the Company.

4. AUTHORITY

(a) 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.

(b) The Committee has the authority to communicate directly with and to meet with the external auditor, without management involvement. This extends to requiring the external auditor to report directly to the Committee.

5. REPORTING

(a) 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

(a) This Charter was implemented by the Board on May 19, 2015.

Exhibit 99.2

First Mining Gold Corp.

Consolidated Annual Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in thousands of Canadian dollars unless otherwise noted)

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of First Mining Gold Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of First Mining Gold Corp. and its subsidiaries (together, the Company) as of December 31, 2018 and 2017, and the related consolidated statements of net loss and comprehensive loss, cash flows and changes in equity for the years then ended, including the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and their financial performance and their cash flows for the years then ended in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Chartered Professional Accountants Vancouver, Canada
March 28, 2019

We have served as the Company's auditor since 2017.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7 T: +1 604 806 7000, F: +1 604 806 7806
"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

FIRST MINING GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2018 AND DECEMBER 31, 2017
(Expressed in thousands of Canadian dollars unless otherwise noted)

	December 31, 2018	December 31, 2017
ASSETS		
Current		
Cash and cash equivalents	$ 5,115	$ 15,400
Accounts and other receivables (Note 4)	149	435
Prepaid expenditures	257	372
Marketable securities (Note 5)	2,597	4,277
Total current assets	**8,118**	**20,484**
Non-current		
Mineral properties (Note 6)	244,129	239,871
Mineral property investments (Note 7)	4,417	4,417
Property and equipment	662	772
Reclamation deposit	116	116
Other receivables (Note 4)	90	77
Total non-current assets	**249,414**	**245,253**
TOTAL ASSETS	**$ 257,532**	**$ 265,737**
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 8)	$ 582	$ 1,083
SHAREHOLDERS' EQUITY		
Share capital (Note 11)	275,068	272,501
Warrant and share-based payment reserve (Note 11)	30,230	27,607
Accumulated other comprehensive loss	(5,292)	(4,043)
Accumulated deficit	(43,056)	(31,411)
Total shareholders' equity	**256,950**	**264,654**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 257,532**	**$ 265,737**

Subsequent events (Note 19)

The consolidated financial statements were approved by the Board of Directors:

Signed: "Keith Neumeyer", Director Signed: "Raymond Polman", Director

The accompanying notes are an integral part of these consolidated annual financial statements.

FIRST MINING GOLD CORP.
CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of Canadian dollars unless otherwise noted)

	Year ended December 31,	
	2018	**2017**
EXPENDITURES (Note 12)		
General and administration	$ 4,692	$ 5,910
Exploration and evaluation	764	1,758
Investor relations and marketing communications	1,634	3,284
Corporate development and due diligence	505	340
Write-down of mineral properties (Note 6)	4,181	-
Loss from operational activities	(11,776)	(11,292)
OTHER ITEMS		
Foreign exchange loss	(5)	(147)
Other expenses	(54)	(89)
Interest and other income	190	344
Net loss for the year	**$ (11,645)**	**$ (11,184)**
OTHER COMPREHENSIVE LOSS		
Items that will not be reclassified to net (loss) or income:		
Marketable securities fair value loss (Note 5)	(1,680)	(3,399)
Items that may be reclassified to net income or (loss):		
Currency translation adjustment	431	(280)
Other comprehensive loss	(1,249)	(3,679)
Total comprehensive loss for the year	**$ (12,894)**	**$ (14,863)**
Basic and diluted loss per share (in dollars)	$ (0.02)	$ (0.02)
Weighted average number of shares outstanding – Basic and Diluted	**557,470,696**	**547,635,558**

The accompanying notes are an integral part of these consolidated annual financial statements.

FIRST MINING GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of Canadian dollars unless otherwise noted)

	Year ended December 31,	
	2018	**2017**
Cash flows from operating activities		
Net loss for the year	$ (11,645)	$ (11,184)
Adjustments for:		
Depreciation	204	295
Unrealized foreign exchange loss	15	103
Share-based payments (Note 11(d))	3,032	5,497
Accrued interest receivable and other income	9	99
Accrued other expenses	43	88
Write-down of mineral properties (Note 6)	4,181	-
Operating cash flows before movements in working capital	**(4,161)**	**(5,102)**
Changes in non-cash working capital items:		
Decrease (increase) in accounts and other receivables	259	(168)
Decrease in prepaid expenditures	63	58
Increase (decrease) in accounts payables and accrued liabilities	58	(101)
Total cash used in operating activities	**(3,781)**	**(5,313)**
Cash flows from investing activities		
Property and equipment purchases	(93)	(468)
Mineral property expenditures (Note 6)	(7,402)	(11,996)
Other receivables or payments recovered	-	877
Purchase of marketable securities	-	(1,829)
Cash expended in acquisitions	-	(310)
Total cash used in investing activities	**(7,495)**	**(13,726)**
Cash flows from financing activities		
Proceeds from exercise of warrants and stock options	989	2,022
Repayments of debenture liability (Note 10)	-	(200)
Repayments of loans payable (Note 9)	-	(461)
Total cash provided by financing activities	**989**	**1,361**
Foreign exchange effect on cash	2	(79)
Change in cash and cash equivalents	**(10,285)**	**(17,757)**
Cash and cash equivalents, beginning	**15,400**	**33,157**
Cash and cash equivalents, ending	**$ 5,115**	**$ 15,400**
Cash	$ 867	$ 5,184
Term deposits	4,248	10,216
Cash and cash equivalents, ending	**$ 5,115**	**$ 15,400**

Supplemental cash flow information (Note 16)

The accompanying notes are an integral part of these consolidated annual financial statements.

FIRST MINING GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of Canadian dollars unless otherwise noted)

	Number of common shares	Share capital	Warrant reserve	Share-based payment reserve	Accumulated other comprehensive income (loss)	Accumulated deficit	Total
Balance as at December 31, 2016	**539,439,736**	**$ 262,876**	**$ 15,361**	**$ 8,582**	**$ 708**	**$ (21,299)**	**$ 266,228**
Impact of adopting IFRS 9 (Note 3)	-	-	-	-	(1,072)	1,072	-
Balance as at January 1, 2017 (restated)	**539,439,736**	**$ 262,876**	**$ 15,361**	**$ 8,582**	**$ (364)**	**$ (20,227)**	**$ 266,228**
Shares issued on acquisition of mineral properties	3,000,000	2,613	-	-	-	-	2,613
Shares issued on settlement of debenture liability (Note 10)	4,700,000	3,102	-	-	-	-	3,102
Exercise of options (Note 11(d))	4,162,617	3,315	-	(1,534)	-	-	1,781
Exercise of warrants (Note 11(c))	1,245,263	595	(354)	-	-	-	241
Share-based payments	-	-	-	5,552	-	-	5,552
Loss for the year	-	-	-	-	-	(11,184)	(11,184)
Other comprehensive loss	-	-	-	-	(3,679)	-	(3,679)
Balance as at December 31, 2017	**552,547,616**	**$ 272,501**	**$ 15,007**	**$ 12,600**	**$ (4,043)**	**$ (31, 411)**	**$ 264,654**
Balance as at December 31, 2017	**552,547,616**	**$ 272,501**	**$ 15,007**	**$ 12,600**	**$ (4,043)**	**$ (31,411)**	**$ 264,654**
Exercise of options (Note 11(d))	638,000	276	-	(171)	-	-	105
Exercise of warrants (Note 11(c))	5,131,300	2,291	(1,407)	-	-	-	884
Options forfeited (Note 11(d))	-	-	-	(39)	-	-	(39)
Share-based payments	-	-	-	4,240	-	-	4,240
Loss for the year	-	-	-	-	-	(11,645)	(11,645)
Other comprehensive loss	-	-	-	-	(1,249)	-	(1,249)
Balance as at December 31, 2018	**558,316,916**	**$ 275,068**	**$ 13,600**	**$ 16,630**	**$ (5,292)**	**$ (43,056)**	**$ 256,950**

The accompanying notes are an integral part of these consolidated annual financial statements.

1. NATURE OF OPERATIONS

First Mining Gold Corp. (formerly First Mining Finance Corp.) (the "Company" or "First Mining") was incorporated in Canada on April 4, 2005. The Company changed its name to First Mining Gold Corp. in January 2018.

The Company is an emerging mineral development company with a diversified portfolio of gold projects in North America. The Company's vision is to advance its materials assets towards a construction decision and, ultimately, to production, and we may acquire additional assets in the future.

First Mining is a public company which is listed on the Toronto Stock Exchange (the "TSX") under the symbol "FF", on the OTCQX under the symbol "FFMGF", and on the Frankfurt Stock Exchange under the symbol "FMG".

The Company's head office and principal address is located at Suite 1800 – 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2.

2. BASIS OF PRESENTATION

These consolidated annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, effective for the Company's reporting for the year ended December 31, 2018.

These consolidated annual financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit and loss or fair value through other comprehensive income (loss), which are stated at their fair value. The consolidated annual financial statements are presented in thousands of Canadian dollars, unless otherwise noted. The functional currency of the Company and its Canadian subsidiaries is the Canadian dollar while the functional currency of the Company's non-Canadian subsidiaries is the US dollar.

The accounts of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Inter-company transactions, balances and unrealized gains or losses on transactions are eliminated. The Company's material subsidiaries are as follows:

Name	Place of Incorporation	Ownership Percentage
First Mining Gold Corp.	Canada	Parent
Gold Canyon Resources Inc. ("Gold Canyon")	Canada	100%
Goldlund Resources Inc. ("Goldlund")	Canada	100%
Coastal Gold Corp. ("Coastal Gold")	Canada	100%
Cameron Gold Operations Ltd. ("Cameron Gold")	Canada	100%
PC Gold Inc. ("PC Gold")	Canada	100%
Clifton Star Resources Inc. ("Clifton")	Canada	100%
Minera Teocuitla, S.A. de C.V. ("Teocuitla")	Mexico	100%

These consolidated annual financial statements were approved by the Board of Directors on March 28, 2019.

3. ACCOUNTING POLICIES

These consolidated annual financial statements have been prepared using the following accounting policies:

a) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Upon the adoption of IFRS 9, the Company made an irrevocable election to classify marketable securities and mineral property investments (First Mining's 10% equity interest in a group of privately held companies that own the Duparquet Gold Project) as FVTOCI given they are not held for trading and are instead held as strategic investments that align with the Company's corporate objectives.

(ii) Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

3. ACCOUNTING POLICIES (Continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net (loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of net (loss) income.

b) Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The carrying amounts approximate fair value due to the short-term maturities of these instruments.

c) Mineral Properties

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as mineral concession taxes, option payments, wages and salaries, surveying, geological consulting and laboratory, field supplies, travel and administration. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they are incurred.

3. ACCOUNTING POLICIES (Continued)

The Company may occasionally enter into option or royalty arrangements, whereby the Company will transfer part of its mineral properties, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

d) Impairment of Non-Financial Assets

Mineral properties are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly. An impairment loss is charged to profit or loss.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash flows (cash-generating units). As a result, some assets may be tested individually for impairment and some are tested at a cash-generating unit level.

Impairment reviews for mineral properties are carried out on a property by property basis, with each property representing a single cash generating unit. An impairment review is undertaken when indicators of impairment arise, but typically when one of the following circumstances apply:

- The right to explore the area has expired or will expire in the near future with no expectation of renewal;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the area is neither planned nor budgeted;
- No commercially viable deposits have been discovered, and the decision had been made to discontinue exploration in the area; and
- Sufficient work has been performed to indicate that the carrying amount of the expenditure carried as an asset will not be fully recovered.

3. ACCOUNTING POLICIES (Continued)

e) Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation and, where applicable, the initial estimation of any asset retirement obligation. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Depreciation is recognized in profit or loss on a straight-line basis over the following estimated useful lives:

Buildings	10 years
Machinery and equipment	5 years
Furniture and fixtures	5 years
Vehicles	5 years
Computer equipment	3 years
Computer software	1 year

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

f) Environmental Reclamation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The present value of the estimated costs of legal and constructive obligations required to restore the exploration sites is recognized in the year in which the obligation is incurred. The nature of the reclamation activities includes restoration and revegetation of the affected exploration sites.

When a liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in reclamation costs will be recognized as additions to the corresponding assets and reclamation provision in the year in which they occur.

g) Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

3. ACCOUNTING POLICIES (Continued)

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

h) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Consideration received from a private placement financing involving units consisting of common shares and warrants is allocated to the share capital and the warrant reserve accounts using the relative fair value method. As prescribed by this method, the consideration is allocated to the value of share capital and warrant reserve on a pro rata basis. The share capital is valued at the closing share price of the Company on the completion date of the private placement and the warrant reserve is valued using the Black-Scholes option pricing model.

i) Loss per Share

Basic loss per share is calculated by dividing the net loss for the year by the weighted average number of shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted income or loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the year, if they are determined to have a dilutive effect. Existing stock options and share purchase warrants have not been included in the current year computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, the current year basic and diluted losses per share are the same.

j) Share-based Payments

Where equity-settled share options are granted to employees, the fair value of the options at the date of grant, measured using the Black-Scholes option pricing model, is charged to the statement of comprehensive loss or capitalized to mineral properties over the vesting period using the graded vesting method. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Charges for options that are forfeited before vesting are reversed from share-based payment reserve.

3. ACCOUNTING POLICIES (Continued)

Where equity-settled share options are granted to non-employees, they are measured at the fair value of the goods or services received. However, if the value of goods or services received in exchange for the options cannot be reliably estimated, the options are measured using the Black-Scholes option pricing model.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, together with any consideration received.

k) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segment.

l) Accounting Policy Judgments and Estimation Uncertainty

The preparation of financial statements requires the use of accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Estimates and judgments are regularly evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. The use of judgments, estimates and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The following discusses the accounting judgments and estimates that the Company has made in the preparation of the audited consolidated financial statements for the year ended December 31, 2018, which could result in a material adjustment to the carrying amounts of assets and liabilities:

(i) Accounting policy judgements

Impairment of Mineral Properties

In accordance with the Company's accounting policy for its mineral properties, exploration and evaluation expenditures on mineral properties are capitalized. There is no certainty that the expenditures made by the Company in the exploration of its property interests will result in discoveries of commercial quantities of minerals. The Company applies judgment to determine whether indicators of impairment exist for these capitalized costs.

Management uses several criteria in making this assessment, including the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of mineral properties are budgeted, and evaluation of the results of exploration and evaluation activities up to the reporting date.

3. ACCOUNTING POLICIES (Continued)

(ii) Estimation Uncertainty

Determining Amount and Timing of Reclamation Provisions

A reclamation provision represents the present value of estimated future costs for the reclamation of the Company's mineral properties. These estimates include assumptions as to the future activities, cost of services, timing of the reclamation work to be performed, inflation rates, exchange rates and interest rates. The actual cost to reclaim a mine or exploration property may vary from the estimated amounts because there are uncertainties in factors used to estimate the cost and potential changes in regulations or laws governing the reclamation of a mineral property. Management periodically reviews the reclamation requirements and adjusts the liability as new information becomes available and will assess the impact of new regulations and laws as they are enacted.

Valuation of Mineral Property Investments

The Company makes estimates and assumptions that affect the carrying value of its mineral property investments, which are comprised of equity interests in the shares of private companies. These financial assets are designated as fair value through other comprehensive income (loss), and management needs to determine the fair value as at each period end. As there is no observable market data which can be used to determine this fair value, management uses property specific and market based information to determine whether a significant change in the fair value of this investment may have occurred. Factors that are considered include a change in the performance of the investee, a change in the market for the investee's future products, a change in the performance of comparable entities, a change in the economic environment, or evidence from external transactions in the investee's equity. Changes to these variables could result in the fair value being less than or greater than the amount recorded.

m) Accounting Standards Issued but Not Yet Applied

The following are accounting standards anticipated to be effective January 1, 2019 or later:

i) IFRS 16 Leases

IFRS 16 replaces IAS 17 *Leases*. IFRS 16 specifies how to recognize, measure, present and disclose leases.

The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Application of the standard is mandatory for annual periods beginning on or after January 1, 2019. IFRS 16 will result in an increase in assets and liabilities. Management expects an increase in depreciation expense and also an increase in cash flow from operating activities as lease payments will be recorded as financing outflows in the consolidated statements of cash flows. The Company does not expect these impacts to be material. The Company will adopt IFRS 16 on its effective date of January 1, 2019.

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's consolidated financial statements.

4. ACCOUNTS AND OTHER RECEIVABLES

Category	December 31, 2018	December 31, 2017
Current		
GST and HST receivables	$ 71	$ 348
Quebec mining tax receivables	61	61
Other receivables	17	26
Total current accounts and other receivables	**$ 149**	**$ 435**
Non-current		
Mexican VAT receivable	90	77
Total accounts and other receivables	**$ 239**	**$ 512**

5. MARKETABLE SECURITIES

The movements in marketable securities during the years ended December 31, 2018 and 2017 are summarized as follows:

	Silver One Resources Inc.	Other Marketable Securities	Total
Balance as at December 31, 2017	**$ 2,280**	**$ 1,997**	**$ 4,277**
Loss recorded in other comprehensive loss	(1,290)	(390)	(1,680)
Balance as at December 31, 2018	**$ 990**	**$ 1,607**	**$ 2,597**

	Silver One Resources Inc.	Other Marketable Securities	Total
Balance as at December 31, 2016	**$ 5,280**	**$ 567**	**$ 5,847**
Purchases	-	1,829	1,829
Loss recorded in other comprehensive loss	(3,000)	(399)	(3,399)
Balance as at December 31, 2017	**$ 2,280**	**$ 1,997**	**$ 4,277**

The Company holds marketable securities as strategic investments and has less than a 10% equity interest in each of the investees.

6. MINERAL PROPERTIES

As at December 31, 2018 and December 31, 2017, the Company has capitalized the following acquisition, exploration and evaluation costs on its mineral properties:

	Balance December 31, 2017	Acquisition	Concessions, taxes, and royalties	Salaries and share-based payments	Drilling, exploration, and technical consulting	Assaying, field supplies, and environmental	Travel and other expenditures	Total expenditures	Currency translation adjustments	Disposal or write-down of mineral properties	Balance December 31, 2018
Springpole	$ 70,398	$ -	$ 237	$ 1,048	$ 657	$ 479	$ 559	$ 2,980	$ -	$ -	$ 73,378
Goldlund	93,807	-	2	928	1,045	596	226	2,797	-	-	96,604
Hope Brook	18,665	-	123	459	136	116	82	916	-	-	19,581
Cameron	26,676	-	39	193	57	39	28	356	-	-	27,032
Pickle Crow	16,496	-	50	92	58	36	22	258	-	-	16,754
Duquesne	5,053	-	6	4	27	-	1	38	-	-	5,091
Pitt	2,080	-	-	-	1	-	1	2	-	-	2,082
Others[1]	2,515	-	2	10	21	9	2	44	-	-	2,559
Canada Total	**$ 235,690**	**$ -**	**$ 459**	**$ 2,734**	**$ 2,002**	**$ 1,275**	**$ 921**	**$ 7,391**	**$ -**	**$ -**	**$ 243,081**
Miranda	810	-	48	18	9	1	-	76	76	(962)	-
Socorro	782	-	107	3	4	-	-	114	77	(973)	-
San Ricardo	969	-	140	1	6	-	4	151	96	(1,216)	-
Others[2]	922	-	203	11	32	4	2	252	100	(1,030)	244
Mexico Total	**$ 3,483**	**$ -**	**$ 498**	**$ 33**	**$ 51**	**$ 5**	**$ 6**	**$ 593**	**$ 349**	**$ (4,181)**	**$ 244**
USA	698	-	43	-	-	-	-	43	63	-	804
Total	**$ 239,871**	**$ -**	**$ 1,000**	**$ 2,767**	**$ 2,053**	**$ 1,280**	**$ 927**	**$ 8,027**	**$ 412**	**$ (4,181)**	**$ 244,129**

	Balance December 31, 2016	Acquisition	Concessions, taxes, and royalties	Salaries and share-based payments	Drilling, exploration, and technical consulting	Assaying, field supplies, and environmental	Travel and other expenditures	Total expenditures	Currency translation adjustments	Disposal or write-down of mineral properties	Balance December 31, 2017
Springpole	$ 68,121	$ 243	$ 315	$ 443	$ 462	$ 357	$ 457	$ 2,034	$ -	$ -	$ 70,398
Goldlund	85,103	1,196	3	581	4,173	2,125	626	7,508	-	-	93,807
Hope Brook	17,595	-	21	186	397	182	284	1,070	-	-	18,665
Cameron	26,017	-	38	108	174	300	39	659	-	-	26,676
Pickle Crow	15,821	180	63	24	313	69	26	495	-	-	16,496
Duquesne	5,023	-	1	-	23	4	2	30	-	-	5,053
Pitt	2,074	-	-	-	5	1	-	6	-	-	2,080
Others[1]	-	2,500	2	-	10	3	-	15	-	-	2,515
Canada Total	**$ 219,754**	**$ 4,119**	**$ 443**	**$ 1,342**	**$ 5,557**	**$ 3,041**	**$ 1,434**	**$ 11,817**	**$ -**	**$ -**	**$ 235,690**
Miranda	760	-	76	-	24	2	-	102	(52)	-	810
Socorro	712	-	112	-	8	-	-	120	(50)	-	782
San Ricardo	829	-	191	-	4	1	3	199	(59)	-	969
Others[2]	703	-	245	-	23	1	2	271	(52)	-	922
Mexico Total	**$ 3,004**	**$ -**	**$ 624**	**$ -**	**$ 59**	**$ 4**	**$ 5**	**$ 692**	**$ (213)**	**$ -**	**$ 3,483**
USA	703	-	39	-	-	-	1	40	(45)	-	698
Total	**$ 223,461**	**$ 4,119**	**$ 1,106**	**$ 1,342**	**$ 5,616**	**$ 3,045**	**$ 1,440**	**$ 12,549**	**$ (258)**	**$ -**	**$ 239,871**

(1) Other mineral properties in Canada as at December 31, 2018 and December 31, 2017 include the mining claims and concessions located in the Township of Duparquet, Quebéc, which are near the Company's Duquesne gold project and the Duparquet gold project (in which the Company holds a 10% indirect interest).
(2) Other mineral properties in Mexico as at December 31, 2018 and December 31, 2017 include Puertecitos, Los Tamales, Las Margaritas, Geranio, El Apache, El Roble, Batacosa, Lachatao and Montana Negra.

On July 30, 2018, the Company entered into an option agreement (the "Option Agreement") with Gainey Capital Corp. ("Gainey"), granting Gainey the right to earn a 100% interest in First Mining's Las Margaritas gold project ("Las Margaritas") located in the State of Durango in Mexico. Under the terms of the Option Agreement, Gainey can elect to make either annual share or cash payments to the Company for aggregate consideration of between $900 and $1,015 over the four year option period. In addition, as per the terms of the Option Agreement, Gainey will make annual payments of USD $25,000 in September 2018 (paid), September 2019, September 2020 and USD $250,000 in September 2021 in connection with an existing agreement on the property, and exploration expenditures totaling USD $1,000,000 over the four year option period on Las Margaritas. Upon completion of the four year option period, Gainey obtains a 100% ownership interest in Las Margaritas, except that First Mining will retain a 2% net smelter returns ("NSR") royalty interest, with Gainey having the right to buy back 1% of the NSR royalty interest for USD $1,000,000 up until the first anniversary of the commencement of commercial production at Las Margaritas. As at December 31, 2018, the carrying value of the Las Margaritas property is $244 (2017 - $183).

6. MINERAL PROPERTIES (Continued)

During the year ended December 31, 2018, the Company recorded a write-down of certain Mexican properties amounting to $4,181 (2017 - $nil). The write-down represents the complete write-off of the carrying value of these Mexican properties (except Las Margaritas), as the Company has no plans for future exploration and has not paid the associated concession taxes for over 12 months.

At December 31, 2018, the Company determined there were no significant events or changes in circumstances to indicate that the carrying amount of its other projects (the Canadian mineral property portfolio, the US property and the Las Margaritas property in Mexico) may not be recoverable. As such, there was no further write-down of mineral properties during the year ended December 31, 2018 (2017 - $nil).

7. MINERAL PROPERTY INVESTMENTS

Mineral property investments (which comprise equity interests in the shares of private companies) are designated as FVTOCI, with changes in fair value recorded in other comprehensive income (loss).

The Company, through its subsidiary Clifton, has a 10% equity interest in the shares of Beattie Gold Mines Ltd., 2699681 Canada Ltd., and 2588111 Manitoba Ltd which directly or indirectly own various mining concessions and surface rights, collectively known as the Duparquet gold project. As at December 31, 2018, the fair value of mineral property investments is $4,417 (2017 - $4,417). As at December 31, 2018, there was no change in the carrying value of mineral property investments given management concluded that there was no material change in fair value (Note 17).

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Category	December 31, 2018	December 31, 2017
Accounts payable	$ 341	$ 840
Other accrued liabilities	241	243
Total	**$ 582**	**$ 1,083**

9. LOANS PAYABLE

During the year ended December 31, 2017, the Company paid $461 in full and final settlement of all outstanding loans payable. As at December 31, 2018, the Company had $nil (December 31, 2017 – $nil) remaining in loans payable to First Majestic Silver Corp.

10. DEBENTURE LIABILITY

Pursuant to the amalgamation with Tamaka on June 16, 2016, the Company assumed a liability in connection with three debentures (the “Debentures”) with an aggregate face value of $2,140 that had previously been issued by Tamaka in 2014 and 2015.

On June 30, 2017, the Company settled the debenture liability with total consideration of $3,302 through the issuance of 4,700,000 First Mining common shares, which were valued at $3,102 using the closing price as at June 30, 2017, and payment of $200 cash.

11. SHARE CAPITAL

a) Authorized

Unlimited number of common shares with no par value.
Unlimited number of preferred shares with no par value.

b) Issued and Fully Paid

Common shares: 558,316,916 (December 31, 2017 – 552,547,616).
Preferred shares: nil (December 31, 2017 – nil).

The Company has a number of escrow agreements which arose from past transactions and the initial formation of the Company:

- There were a total of 7,332,273 common shares of the Company held in escrow under the Escrow Value Security Agreement ("EVSA") dated March 30, 2015. Under this agreement, 10% of the shares were released immediately and 15% were released every six months thereafter with the final release being on March 30, 2018. As at December 31, 2018, there were nil common shares of the Company in the EVSA escrow (December 31, 2017 – 1,099,842).

- There were a total of 1,369,500 common shares of the Company held in escrow under the CPC Escrow Agreement ("CPC") dated August 2, 2005. On March 30, 2015, 10% of the common shares were released and 15% were released every six months thereafter with the final release being March 30, 2018. As at December 31, 2018, there were nil common shares of the Company in the CPC escrow (December 31, 2017 – 194,425).

- During the amalgamation of Tamaka on June 16, 2016, certain vendors deposited an aggregate of 29,658,290 First Mining shares received into escrow. Twenty percent of such escrowed shares were released from escrow on June 17, 2017, and an additional 20% will be released every six months thereafter, with the final tranche to be released on June 17, 2019. As at December 31, 2018 there were a total of 5,931,658 shares held in escrow as a result of the Tamaka transaction (December 31, 2017 – 17,794,974).

c) Warrants

The movements in warrants during the years ended December 31, 2018 and 2017 are summarized as follows:

	Number	Weighted average exercise price
Balance as at December 31, 2016	**50,938,672**	**$ 0.80**
Warrants exercised	(1,245,263)	0.19
Balance as at December 31, 2017	**49,693,409**	**$ 0.81**
Warrants exercised	(5,131,300)	0.17
Warrants expired	(24,445,254)	0.80
Balance as at December 31, 2018	**20,116,855**	**$ 0.99**

11. SHARE CAPITAL (Continued)

The following table summarizes information about the warrants outstanding as at December 31, 2018:

Exercise price	Number of warrants outstanding	Weighted average exercise price ($ per share)	Weighted average remaining life (years)
$ 0.01 – 0.50	3,241,855	$ 0.42	2.31
$ 0.51 – 1.00	-	-	-
$ 1.01 – 1.50	16,875,000	1.10	0.59
	20,116,855	**$ 0.99**	**0.87**

d) Stock Options

The Company has adopted a stock option plan that allows for the granting of incentive stock options to Directors, Officers, employees and certain consultants of the Company for up to 10% of the Company's issued and outstanding common shares. Stock options granted under the plan may be subject to vesting provisions as determined by the Board of Directors. All options granted and outstanding are fully vested and exercisable, with the exception of the grants for certain employees in accordance with TSX regulations.

Effective December 10, 2018, the Board of Directors adopted the following vesting criteria on all future option grants:

- 25% vests immediately upon grant;
- 25% vests in 6 months following the date of the grant;
- 25% vests in 12 months following the date of the grant; and
- 25% vests in 18 months following the date of the grant.

The movements in stock options during the years ended December 31, 2018 and 2017 are summarized as follows:

	Number	Weighted average exercise price
Balance as at December 31, 2016	**24,440,617**	**$ 0.67**
Granted – February 10, 2017	10,630,000	0.85
Granted – March 13, 2017	250,000	0.95
Granted – September 25, 2017	150,000	0.66
Granted – October 16, 2017	150,000	0.62
Options exercised	(4,162,617)	0.43
Options expired	(850,000)	1.65
Balance as at December 31, 2017	**30,608,000**	**$ 0.74**
Granted – January 15, 2018	9,575,000	0.60
Granted – April 16, 2018	120,000	0.50
Granted – July 20, 2018	50,000	0.43
Granted – October 16, 2018	1,400,000	0.40
Granted – December 10, 2018	12,075,000	0.40
Options exercised	(638,000)	0.17
Options expired	(1,950,000)	1.27
Options forfeited	(2,975,000)	0.68
Balance as at December 31, 2018	**48,265,000**	**$ 0.61**

11. SHARE CAPITAL (Continued)

The weighted average closing share price at the date of exercise for the year ended December 31, 2018 was $0.38 (December 31, 2017 – $0.72).

The following table summarizes information about the stock options outstanding as at December 31, 2018:

	Options Outstanding			Options Exercisable		
Exercise price	Number of options	Weighted average exercise price ($ per share)	Weighted average remaining life (years)	Number of options	Weighted average exercise price ($ per share)	Weighted average remaining life (years)
$ 0.01 – 0.50	18,915,000	$ 0.40	3.91	9,858,750	$ 0.39	2.97
$ 0.51 – 1.00	29,350,000	0.74	2.64	29,350,000	0.74	2.64
	48,265,000	**$ 0.61**	**3.14**	**39,208,750**	**$ 0.65**	**2.72**

During the year ended December 31, 2018, there were 23,220,000 (2017 – 11,180,000) incentive stock option granted with an aggregate fair value of $5,116 (2017 – $5,534), or a weighted average fair value of $0.22 per option (2017 – $0.49). As at December 31, 2018, 9,056,250 (2017 – nil) incentive stock options remain unvested with an aggregate fair value of $876 (2017 - $nil).

Certain incentive stock options granted were directly attributable to exploration and evaluation expenditures on mineral properties and were therefore capitalized to mineral properties. In addition, certain incentive stock options were subject to vesting provisions. These two factors result in differences between the aggregate fair value of incentive stock options granted and total share-based payments expenses during the years. Total share-based payments expense during the years ended December 31, 2018 and 2017 was classified within the financial statements as follows:

	For the year ended December 31,	
Statements of Net Loss:	**2018**	**2017**
General and administration	$ 2,254	$ 3,401
Exploration and evaluation	106	1,130
Investor relations and marketing communications	437	728
Corporate development and due diligence	235	238
Subtotal	**$ 3,032**	**$ 5,497**

	For the year ended December 31,	
Statements of Financial Position:	**2018**	**2017**
Mineral Properties	$ 1,169	$ 55
Total	**$ 4,201**	**$ 5,552**

11. SHARE CAPITAL (Continued)

The fair value of the stock options recognized in the period has been estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	Year ended December 31, 2018	Year ended December 31, 2017
Risk-free interest rate	1.91%	1.45%
Share price at grant date (in dollars)	$0.41	$0.85
Exercise price (in dollars)	$0.48	$0.85
Expected life (years)	5.00 years	5.00 years
Expected volatility[(1)]	70.87%	70.45%
Forfeiture rate	2.64%	0.00%
Expected dividend yield	Nil	Nil

(1) The computation of expected volatility prior to the December 10, 2018 option grant was based on the historical volatility of comparable companies from a representative peer group of publicly traded mineral exploration companies. Commencing December 10, 2018, the computation of expected volatility was based on the Company's historical price volatility, over a period which approximates the expected life of the option.

12. EXPENDITURES

Components by nature of the Company's functional operating expenditure categories are as follows:

	For the year ended December 31, 2018				
	General and administration	Exploration and evaluation	Investor relations and marketing communications	Corporate development and due diligence	Total
Administrative and office	$ 501	$ 139	$ 33	$ 5	$ 678
Depreciation	11	193	-	-	204
Consultants	62	72	17	-	151
Directors fees	143	-	-	-	143
Exploration and evaluation	-	1	-	-	1
Investor relations and marketing communications	7	7	803	2	819
Professional fees	342	-	-	-	342
Salaries	1,110	145	228	238	1,721
Share-based payments (non-cash) (Note 11(d))	2,254	106	437	235	3,032
Transfer agent and filing fees	162	-	8	-	170
Travel and accommodation	100	101	108	25	334
Operating expenditures total	**$ 4,692**	**$ 764**	**$ 1,634**	**$ 505**	**$ 7,595**
Write-down of mineral properties (non-cash) (Note 6)					4,181
Loss from operational activities					**$ 11,776**

12. EXPENDITURES (Continued)

	For the year ended December 31, 2017				
	General and administration	Exploration and evaluation	Investor relations and marketing communications	Corporate development and due diligence	Total
Administrative and office	$ 485	$ -	$ -	$ -	$ 485
Depreciation	67	228	-	-	295
Consultants	5	115	-	11	131
Directors fees	142	-	-	-	142
Exploration and evaluation	-	67	-	-	67
Investor relations and marketing communications	-	-	2,015	35	2,050
Professional fees	570	39	-	-	609
Salaries	712	41	240	56	1,049
Share-based payments (non-cash) (Note 11(d))	3,401	1,130	728	238	5,497
Transfer agent and filing fees	452	-	-	-	452
Travel and accommodation	76	138	301	-	515
Operating expenditures total	**$ 5,910**	**$ 1,758**	**$ 3,284**	**$ 340**	**$ 11,292**
Write-down of mineral properties (non-cash) (Note 6)					-
Loss from operational activities					**$ 11,292**

13. SEGMENT INFORMATION

The Company operates in a single reportable operating segment, being the acquisition, exploration, and development of North American mineral properties. Geographic information about the Company's non-current assets, excluding financial instruments, as at December 31, 2018 and 2017 is as follows:

Non-current assets	December 31, 2018	December 31, 2017
Canada	$ 243,854	$ 236,572
Mexico	334	3,560
USA	809	704
Total	**$ 244,997**	**$ 240,836**

14. INCOME TAXES

Taxation in the Company and its subsidiaries' operational jurisdictions is calculated at the rate prevailing in the respective jurisdictions. The reconciliation of income taxes calculated at the applicable Canadian federal and provincial statutory rates to the actual income tax expense (recovery) is as follows:

	Year ended December 31, 2018	Year ended December 31, 2017
Net loss before income tax	$ 11,645	$ 11,184
Combined Canadian statutory income tax rate	27.00%	26.00%
Income tax recovery computed at statutory income tax rate	3,144	2,908
Tax effect of:		
Permanent differences	(599)	(982)
Difference in tax rates in foreign jurisdictions	128	4
Changes in estimate and others	(539)	5,018
Changes in unrecognized deferred tax assets	(2,134)	(6,948)
Total tax expense (recovery)	**$ -**	**$ -**

Deferred tax assets and liabilities are offset if they relate to the same taxable entity and same taxation authority. Future potential tax deductions that do not offset deferred tax liabilities are considered to be deferred tax assets. No deferred tax asset has been recognized in respect to the losses and temporary differences below, as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

	December 31, 2018	December 31, 2017
Deferred income tax assets and liabilities		
Non-capital loss carryforwards	$ 24,172	$ 23,793
Net capital loss carryforwards	1,580	1,580
Investment tax credits	3,857	3,979
Undeducted financing costs and others	77	115
Mineral properties	1,417	(139)
Others	1,091	730
Unrecognized deferred tax assets	(32,194)	(30,058)
Deferred income tax assets (liabilities), net	**$ -**	**$ -**

As at December 31, 2018, the Company and its subsidiaries had unrecognized Canadian non-capital loss carryforwards of approximately $87,300 (2017 - $86,500) which expire between the years 2025 and 2038, unrecognized Canadian net capital loss carryforwards of approximately $5,900 (2017 - $5,900) which can be carried forward indefinitely, unrecognized Canadian investment tax credits of approximately $5,282 (2017 - $5,500) which expire between the years 2024 and 2033, and unrecognized Mexican non-capital loss carryforwards of approximately $1,603 (2017 - $1,100) which expire between the years 2019 and 2028.

15. RELATED PARTY TRANSACTIONS

Key management includes the Directors and Officers of the Company. The compensation paid or payable to key management for services during the years ended December 31, 2018 and 2017 are as follows:

	Year ended December 31,	
Service or Item	**2018**	**2017**
Directors' fees	$ 143	$ 142
Salaries and consultants' fees	1,208	871
Severance payments	410	-
Share-based payments (non-cash)	2,991	4,381
Total	**$ 4,752**	**$ 5,394**

16. SUPPLEMENTAL CASH FLOW INFORMATION

a) Non-cash Investing and Financing Transactions

During the year ended December 31, 2018, significant non-cash investing and financing transactions were as follows:

- Paid or accrued $nil for income taxes.

During the year ended December 31, 2017, the significant non-cash investing and financing transactions were as follows:

- 3,000,000 shares issued as part of the acquisition of other Canadian mineral properties (Note 6);
- 4,700,000 shares issued as part of the settlement of the debenture liability (Note 10); and
- Paid or accrued $nil for income taxes.

b) Changes in Liabilities Arising from Financing Activities

			Non-cash changes			
	January 1, 2018	**Cash payments**	**Interest accrual**	**Changes in estimate**	**Debenture converted to shares**	**December 31, 2018**
Loans payable	$ -	$ -	$ -	$ -	$ -	$ -
Debenture liability	-	-	-	-	-	-
Total liabilities from financing activities	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

			Non-cash changes			
	January 1, 2017	**Cash payments**	**Interest accrual**	**Changes in estimate**	**Debenture converted to shares**	**December 31, 2017**
Loans payable	$ 455	$ (461)	$ 6	$ -	$ -	$ -
Debenture liability	2,106	(200)	-	1,196	(3,102)	-
Total liabilities from financing activities	**$ 2,561**	**$ (661)**	**$ 6**	**$ 1,196**	**$ (3,102)**	**$ -**

17. FAIR VALUE

Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

The Company characterizes fair value measurements using a hierarchy that prioritizes inputs depending on the degree to which they are observable. The three levels of the fair value hierarchy are as follows:

- Level 1: fair value measurements are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: fair value measurements are those derived from valuation techniques that include significant inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying values of cash and cash equivalents, current accounts and other receivables, and accounts payable and accrued liabilities approximated their fair values because of the short-term nature of these financial instruments. These financial instruments are classified as financial assets and liabilities at amortized cost.

The carrying values of non-current reclamation deposit and other receivables approximated their fair values. These financial instruments are classified as financial assets at amortized cost.

The carrying value of marketable securities was based on the quoted market prices of the shares as at December 31, 2018 and was therefore considered to be Level 1. These financial instruments are classified as financial assets at FVTOCI.

The carrying value of the mineral property investments (First Mining's 10% equity interest in three privately held companies that own the Duparquet Gold Project) approximated their fair value. These financial instruments are classified as financial assets at FVTOCI. The carrying value of the mineral property investments was not based on observable market data and was therefore considered to be Level 3. The initial fair value of the mineral property investments was determined based on attributable pro-rata gold ounces for the Company's 10% indirect interest in the Duparquet project, which formed part of the identifiable assets from the acquisition of Clifton. Subsequently, the fair value has been reassessed at each period end. Scenarios which may result in a significant change in fair value include, among others, a change in the performance of the investee, a change in the market for the investee's future products, a change in the performance of comparable entities, a change in gold price, a change in the economic environment, or evidence from external transactions in the investee's equity. As at December 31, 2018, management concluded that there was no significant change in the fair value of the mineral property investments.

The following table presents the Company's fair value hierarchy for financial assets that are measured at fair value:

	December 31, 2018			December 31, 2017		
		Fair value measurement			Fair value measurement	
	Carrying value	Level 1	Level 3	Carrying value	Level 1	Level 3
Financial assets:						
Marketable securities (Note 5)	$ 2,597	$ 2,597	$ -	$ 4,277	$ 4,277	$ -
Mineral property investments (Note 7)	4,417	-	4,417	4,417	-	4,417
Total	**$ 7,014**	**$ 2,597**	**$ 4,417**	**$ 8,694**	**$ 4,277**	**$ 4,417**

None of the Company's financial liabilities are subsequently measured at fair value after initial recognition.

17. FAIR VALUE (Continued)

During the year ended December 31, 2018 there have been no transfers of amounts between Level 1, Level 2, and Level 3 of the fair value hierarchy.

The classification of the financial instruments as well as their carrying values as at December 31, 2018 and 2017 is shown in the table below:

At December 31, 2018	Amortized Cost (Financial assets)	FVTOCI[1]	Amortized Cost (Financial liabilities)	Total
Financial assets:				
Cash and cash equivalents	$ 5,115	$ -	$ -	$ 5,115
Current accounts and other receivables	17	-	-	17
Marketable securities	-	2,597	-	2,597
Mineral property investments	-	4,417	-	4,417
Reclamation deposit	116	-	-	116
Total financial assets	**$ 5,248**	**$ 7,014**	**$ -**	**$ 12,262**
Financial liabilities:				
Accounts payable and accrued liabilities	$ -	$ -	$ 582	$ 582

At December 31, 2017	Amortized Cost (Financial assets)	FVTOCI[1]	Amortized Cost (Financial liabilities)	Total
Financial assets:				
Cash and cash equivalents	$ 15,400	$ -	$ -	$ 15,400
Current accounts and other receivables	26	-	-	26
Marketable securities	-	4,277	-	4,277
Mineral property investments	-	4,417	-	4,417
Reclamation deposit	116	-	-	116
Total financial assets	**$ 15,542**	**$ 8,694**	**$ -**	**$ 24,236**
Financial liabilities:				
Accounts payable and accrued liabilities	$ -	$ -	$ 1,083	$ 1,083

(1) The Company made an irrevocable election to reclassify marketable securities and mineral property investments fair value remeasurements from FVTPL to FVTOCI. As of December 31, 2018, there have been no remeasurements of mineral property investments.

18. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company thoroughly examines the various financial instruments and risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include market risk, price risk, foreign currency risk, interest rate risk, credit risk, liquidity risk, and capital risk. Where material, these risks are reviewed and monitored by the Board of Directors.

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk includes equity price risk, foreign currency risk and interest rate risk.

Equity Price Risk

The Company is exposed to equity price risk as a result of holding equity investments, which are comprised of marketable securities and mineral property investments, in other mineral property exploration companies.

If the fair value of our investments in equity instruments had been 10% higher or lower as at December 31, 2018, other comprehensive loss for the year ended December 31, 2018 would have decreased or increased, respectively, by approximately $701 (2017 – $869), as a result of changes in the fair value of equity investments.

Foreign Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, the United States, and Mexico and a portion of the Company's expenses are incurred in Canadian dollars ("CAD"), US dollars ("USD"), and Mexican Pesos ("MXN"). A significant change in the currency exchange rates between the Canadian, US and Mexican currencies, could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

As at December 31, 2018, the Company is exposed to currency risk on certain financial instruments denominated in USD and MXN. The Company does not have significant transactions or hold significant cash or other financial instruments denominated in USD and MXN currencies. Therefore, the Company considers this risk to be immaterial.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings that are subject to fluctuations in market interest rate. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents, accounts and other receivables, and the reclamation deposit. The Company considers credit risk with respect to its cash and cash equivalents to be immaterial as cash and cash equivalents are mainly held through large Canadian financial institutions.

18. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by preparing annual estimates of exploration and administrative expenditures and monitoring actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

The following table summarizes the maturities of the Company's financial liabilities as at December 31, 2018 based on the undiscounted contractual cash flows:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable and accrued liabilities	$ 582	$ 582	$ 582	$ -	$ -	$ -

As at December 31, 2018, the Company held cash and cash equivalents of $5,115 (December 31, 2017 - $15,400). The Company believes it has sufficient cash on hand to meet operating requirements as they arise for at least the next 12 months.

d) Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and retention of its mineral properties. The Company has historically demonstrated the ability to raise new capital through equity issuances and/or through surplus cash as part of its acquisitions. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

19. SUBSEQUENT EVENTS

Stock Options Grant

Subsequent to December 31, 2018, the Company has granted 5,000,000 incentive stock options to an Officer of the Company under the terms of its stock option plan. The stock options have an exercise price of $0.40 per share, are exercisable for a period of five years from the grant date and vest following a similar criteria to that listed in Note 11(d).

Forfeiture of Stock Options

Subsequent to December 31, 2018 and as at the date of filing these consolidated annual financial statements, 7,550,000 stock options were forfeited.

Exhibit 99.3

FIRST MINING GOLD

TSX: FF

OTCQX: FFMGF

FRANKFURT: FMG

MANAGEMENT'S DISCUSSION & ANALYSIS

For the year ended December 31, 2018

SUITE 1800 – 925 WEST GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA V6C 3L2
WWW.FIRSTMININGGOLD.COM | 1-844-306-8827

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GENERAL

This Management's Discussion and Analysis ("**MD&A**") should be read in conjunction with the audited consolidated financial statements of First Mining Gold Corp. (the "**Company**" or "**First Mining**") for the years ended December 31, 2018 and 2017, which are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). These documents along with additional information on the Company, including the Company's Annual Information Form for the year ended December 31, 2018, are available under the Company's SEDAR profile at www.sedar.com, on EDGAR at www.sec.gov., and on the Company's website at www.firstmininggold.com.

In this MD&A, unless the context otherwise requires, references to the "Company", "First Mining", "we", us", and "our" refer to First Mining Gold Corp. and its subsidiaries.

This MD&A contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws. See the section on page 36 of this MD&A titled "Forward-Looking Information" for further details. In addition, this MD&A has been prepared in accordance with the requirements of Canadian securities laws, which differ in certain material respects from the disclosure requirements of United States securities laws, particularly with respect to the disclosure of mineral reserves and mineral resources. See the section on page 37 of this MD&A titled "Cautionary Note to U.S. Investors Regarding Mineral Resource and Mineral Reserve Estimates" for further details.

All dollar amounts included in this MD&A are expressed in thousands of Canadian dollars unless otherwise noted. This MD&A is dated as of April 1, 2019 and all information contained in this MD&A is current as of March 29, 2019.

COMPANY OVERVIEW AND STRATEGY

First Mining (formerly First Mining Finance Corp.) was incorporated in Canada on April 4, 2005. The Company changed its name to First Mining Gold Corp. in January 2018. First Mining is an emerging mineral development company with a diversified portfolio of gold projects in North America. The Company's vision is to advance its material assets towards a construction decision and, ultimately, to production, and we may acquire additional mineral assets in the future. As at the date of this MD&A, the Company has assembled a large resource base of approximately 7.3 million ounces of gold in the Measured and Indicated categories and approximately 3.6 million ounces of gold in the Inferred category in mining friendly jurisdictions in eastern Canada.

The following table highlights the Company's material projects that were accumulated since 2015:

Date	Acquired Legal Entity	Project	Location
June 16, 2016	Tamaka Gold Corporation ("**Tamaka**") (1)	Goldlund Gold Project "(**Goldlund**")	Northern Ontario, Canada
June 9, 2016	Cameron Gold Operations Ltd. ("**Cameron Gold**")(2)	Cameron Gold Project ("**Cameron**")	Northern Ontario, Canada
April 8, 2016	Clifton Star Resources Inc. ("**Clifton Star**")(3)	10% indirect interest in the Duparquet Gold Project	Québec, Canada
November 16, 2015	PC Gold Inc. ("**PC Gold**") (3)	Pickle Crow Gold Project ("**Pickle Crow**")	Northern Ontario, Canada
November 13, 2015	Gold Canyon Resources Inc. ("**Gold Canyon**")(3)	Springpole Gold Project ("**Springpole**")	Northern Ontario, Canada
July 7, 2015	Coastal Gold Corp. ("**Coastal Gold**")(3)	Hope Brook Gold Project ("**Hope Brook**")	Newfoundland, Canada

(1) Previously a privately held company.
(2) Previously a subsidiary of a publicly listed company.
(3) Previously a publicly listed company.

2018 HIGHLIGHTS

The following highlights for the Company's developments during fiscal 2018 (together with subsequent events up to March 29, 2019). For further information, please refer to the "News" section in the Company's website at www.firstmininggold.com.

Springpole Project Updates

Metallurgical study

- On June 11, 2018, the Company commenced a study to determine the optimal metallurgical flow sheet for Springpole. The results from the study are expected to be incorporated into the preparation of an updated Preliminary Economic Assessment ("**PEA**") in the second half of 2019, and thereafter, into the preparation of a Pre-Feasibility Study for Springpole, expected to be initiated in 2019. In addition, the metallurgical study aims to improve the expected future recovery of gold for the Whole-Ore Carbon-in-Pulp ("**Whole-Ore CIP**") presented in the independent PEA technical report for Springpole that was prepared by SRK Consulting (Canada) Inc. in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

- On February 19, 2019, the Company announced interim metallurgical test results which indicated the potential for significant increases in the ultimate recovery of both gold and silver from the project. Flotation tests achieved total recoveries of 90.6% for gold and 95.1% for silver through flotation followed by separate cyanide leaching of both concentrate and flotation tails. This represents a 13.2% increase in gold recovery and an 11.9% increase in silver recovery over the Whole-Ore CIP flowsheet presented in the independent PEA technical report for Springpole that was prepared by SRK Consulting (Canada) Inc. in accordance with NI 43-101 and filed by the Company on SEDAR on October 27, 2017, which demonstrated recovery levels of 80% for gold and 85% for silver. Readers are cautioned that the PEA is preliminary in nature, it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

  The next stage of metallurgical testing will involve further investigation into flotation, fine and ultrafine grinding alternatives, and potential pre-flotation removal of silicate gangue and will eventually lead to locked cycle metallurgical testing to confirm the final processing flowsheet. This final flowsheet will be selected after completing trade-off studies on capital and operating costs prior to commencing a Pre-Feasibility Study for Springpole.

Environmental Assessment process

- On March 7, 2018, the Company announced that a Project Description had been submitted to, and subsequently accepted by, the Canadian Environmental Assessment Agency ("**CEAA**"). The project description is a required government filing that initiated the federal Environmental Assessment ("**EA**") process for Springpole. The EA process and eventual project approval is expected to take approximately 24 months, after which permitting for construction can commence.

- In parallel with the federal EA process, on April 23, 2018, the Company announced that it had entered into a Voluntary Agreement with the Ontario Ministry of Environment and Climate Change ("**MOECC**") to complete certain requirements under the Ontario *Environmental Assessment Act*. This marks the commencement of a provincial Individual EA for Springpole, and the Company is in the process of preparing the Terms of Reference, which will describe the scope of the EA and how the Company intends to undertake all aspects of the EA, including consultation efforts with Indigenous communities and other stakeholders.

- On June 26, 2018, the Company announced that the final Environmental Impact Statement ("**EIS**") guidelines on Springpole were issued by CEAA. The final EIS guidelines were issued following the expiry of a public comment period on the draft EIS guidelines which had been made available to the public since April 27, 2018. The final EIS guidelines outline federal information requirements for the preparation of an EIS and were prepared taking into consideration comments received from federal departments, the Ontario provincial ministry, Indigenous groups and the general public. To meet the requirements of the EIS, the Company has already undertaken a broad range of environmental baseline studies at Springpole to collect biophysical data, which includes fish community and habitat surveys, species at risk surveys, atmospheric environment surveys as well as surface, ground water and hydrology surveys.

Geotechnical coffer dam drilling

- On April 19, 2018, the Company announced the completion of the geotechnical drilling program to investigate the lake bed sediments and bedrock along the proposed alignment of the coffer dam at Springpole. The pre-feasibility level geotechnical drilling program has been completed over the approximately 800 metre long footprint of the three coffer dams which are required to dewater the north bay of Springpole Lake.

Indigenous consultation process

- On February 13, 2018, the Company announced that it signed a negotiation protocol agreement (the "**Negotiation Protocol**") with the Lac Seul First Nation, the Slate Falls First Nation and the Cat Lake First Nation in Ontario (together, the "**Shared Territory Protocol Nations**").

Goldlund Gold Project Updates

Updated NI 43-101 Resource

On March 27, 2019, the Company announced the results of an updated mineral resource estimate for Goldund, which has an effective date of March 15, 2019, and was prepared in accordance with NI 43-101 by WSP Canada Inc. ("WSP") of Sudbury, Ontario. A summary of the overall changes in the updated resource estimate for Goldlund are as follows:

- Indicated resource gold ("Au") ounces ("oz.") tonnes increased by 248,700 oz.. This increase in oz. corresponds to an increase in tonnage of 3,595,900 tonnes from 9,324,100 tonnes at an average grade of 1.87 grams per tonne ("**g/t**") Au to 12,860,000 tonnes at an average grade of 1.96 g/t Au.

- Inferred resource Au oz. decreased by 628,400 oz., after adjusting for the proportion of Inferred resource tonnes removed due to the upgrade of certain tonnes to the Indicated resource category. This represents an overall reduction in tonnage of 22,533,000 tonnes from 40,895,000 tonnes at an average grade of 1.33 g/t Au to 18,362,000 tonnes at an average grade of 1.49 g/t Au.

In summary, the updated mineral resource estimate for Goldlund incorporated approximately 40,000 metres ("**m**") of incremental drilling, the bulk of which was focused on Zone 7. While the increased data density and geological understanding of the deposits resulted in increased confidence of the resource, adding 3,595,900 tonnes at an average grade of 1.96 g/t Au**,** it also resulted in the loss of a large number of tonnes and ounces in the inferred resource. The First Mining technical team believes that the increased understanding of the deposit will assist the Company in better targeting subsequent drill programs aimed at growing the current resource body at Goldlund, which remains open along strike to both the south west and north east, in addition to at depth.

Resource drilling

The Company's Phase 1 drilling campaign at Goldlund, located near the town of Sioux Lookout in northwestern Ontario, Canada, concluded in June 2017 and comprised 100 holes for approximately 24,300 m. The Company commenced its Phase 2 drilling campaign in late 2017 and completed that drilling campaign in March 2018. The Phase 2 drilling campaign comprised 42 holes for approximately 16,000 m, of which 38 holes were new drill holes and the other 4 holes were holes that were originally drilled during the Phase 1 drilling campaign and were extended at depth during the Phase 2 drilling campaign. Eleven sets of assays results were announced between April 25, 2017 and May 15, 2018 for both the Phase 1 and 2 drilling campaigns. For further details regarding the assay results please see the Company's news releases for the period from April 25, 2017 to May 15, 2018.

Highlights of the released Goldlund resource drilling results are as follows:

Phase	Hole	Metres	Grade
2	Hole GL-17-136	72.0	6.26 g/t Au
	Including	1.1	367.00 g/t Au
2	Hole GL-17-106	202.0	1.39 g/t Au
	including	2.0	43.28 g/t Au
1	Hole GL-17-084	34.0	4.30 g/t Au
	including	2.0	48.72 g/t Au
1	Hole GL-17-032	64.5	3.25 g/t Au
	Including	0.5	335.76 g/t Au
1	Hole GL-17-059	70.5	2.50 g/t Au
	Including	0.5	186.49 g/t Au
1	Hole GL-17-053	179.0	1.13 g/t Au
	Including	2.0	12.07 g/t Au
1	Hole GL-17-014	6.0	30.69 g/t Au
	Including	2.0	91.63 g/t Au

Regional drilling

Following the Phase 1 and 2 drilling campaigns, the Company commenced a regional exploration drilling campaign at Goldlund in June 2018. The exploration drilling campaign focused on showings at the Miller, Eaglelund and Miles targets, which are approximately 10 kilometres ("**km**") northeast of the current resource area, and include 16 holes totaling 688 m.

Final fire assay results and partial metallic screen fire assay results for the Miller prospect were announced on August 20, 2018, September 20, 2018 and March 27, 2019, respectively. The early results from the Miller prospect indicate that the entire width of the sill/dyke appears receptive to gold mineralization and this mineralization remains open along strike in both directions and also at depth. For further details regarding the assay results please see the Company's news releases dated August 20, 2018, September 20, 2018 and March 27, 2019.

In addition to drilling the Miller prospect, the Company has completed seven diamond drill holes at the Eaglelund prospect, and one diamond drill hole at the Miles prospect. This completes this phase of the Company's regional drill program at Goldlund.

Highlights of the released Miller prospect drilling results are as follows:

Hole	Metres	Grade
Hole MI-18-001	107.6	0.42 g/t Au
including	73.6	0.55 g/t Au
Hole MI-18-002	142.1	1.90 g/t Au
including	108.0	2.43 g/t Au
Hole MI-18-003	48.0	1.17 g/t Au
including	15.0	1.71 g/t Au
Hole MI-18-004	23.8	0.54 g/t Au
including	5.8	1.40 g/t Au
Hole MI-18-005	10.0	0.45 g/t Au
including	1.0	4.18 g/t Au
Hole MI-18-006	22.0	0.68 g/t Au
including	10.0	0.45 g/t Au
Hole MI-18-007	49.0	2.49 g/t Au
including	21.5	5.34 g/t Au
Hole MI-18-008	14.0	0.62 g/t Au
including	2.5	1.80 g/t Au

Hope Brook Gold Project

On July 9, 2018, the Company announced the commencement of permitting for the construction of a resource access road to connect Hope Brook to Highway 480 (also known as the Burgeo Highway). A project registration document was submitted to the environmental assessment division of the government of Newfoundland and Labrador in relation to the access road. The access road will be approximately 58 km in length and is intended to support a more efficient mode of transportation by allowing vehicles to access Hope Brook for exploration and development activities.

Option Agreement on the Las Margaritas Gold Project, Mexico

On July 30, 2018, the Company entered into an option agreement (the "**Option Agreement**") with Gainey Capital Corp. ("**Gainey**"), (TSX Venture Exchange: GNC) , granting Gainey the right to earn a 100% interest in First Mining's Las Margaritas gold project ("Las Margaritas") located in the State of Durango, Mexico.

Under the terms of the Option Agreement, Gainey can elect to make share or cash payments to the Company for aggregate consideration of between $900 and $1,015 over the four year option period. In addition, as per terms of the Option Agreement, Gainey will make the following:

- Annual payments of USD $25,000 in September 2018 (paid), September 2019, September 2020 and USD $250,000 in September 2021 in connection with an existing agreement on the property; and
- Exploration expenditures totaling USD $1,000,000 over the four year option period on Las Margaritas.

Upon completion of the four-year option period and satisfaction of the above payment and exploration requirements, Gainey obtains a 100% ownership interest in Las Margaritas, except that First Mining will retain a 2% net smelter returns ("**NSR**") royalty interest, with Gainey having the right to buy back 1% of the NSR royalty interest for USD $1,000,000 up until the first anniversary of the commencement of commercial production at Las Margaritas. As at December 31, 2018, the carrying value of Las Margaritas property is $244 (2017 - $183).

The transaction and the issuance of Gainey's common shares pursuant to the Option Agreement are subject to the acceptance by the TSX Venture Exchange following the submission of a NI 43-101 technical report expected in the first half of 2019.

New Strategy, Name Change, and Management Changes

On January 10, 2018, the Company announced a change in its corporate name to "First Mining Gold Corp.", and a change in the Company's strategy to focus on advancing its existing mineral properties towards production.

On December 20, 2018, the Company appointed Mr. Daniel W. Wilton as its Chief Executive Officer ("**CEO**") effective as of January 7, 2019, and David Shaw continued serving as a director of the Company.

SELECT FINANCIAL INFORMATION

	For the twelve months ended December 31,		
Financial Results:	**2018**	**2017**	**2016**
Mineral Property Expenditures[1]	**$ 7,402**	$ 11,996	$ 4,053
Net Loss	**(11,645)**	(11,184)	(11,155)
Write-down of Mineral Properties	**4,181**	-	485
Net Loss Excluding Share-based Payments and Mineral Properties Write-down (non-cash)[2]	**(4,432)**	(5,687)	(5,515)
Basic and Diluted Net Loss Per Share (in Dollars) [3]	**$ (0.02)**	$ (0.02)	$ (0.03)

	December 31,	December 31,	December 31,
Financial Position:	**2018**	**2017**	**2016**
Cash and Cash Equivalents	**$ 5,115**	$ 15,400	$ 33,157
Working Capital[2]	**7,536**	19,401	39,601
Mineral Properties	**244,129**	239,871	223,462
Total Assets	**257,532**	265,737	269,558
Total Non-current Liabilities	**$ -**	$ -	$ (2,106)

(1) This represents the cost directly related to exploration and evaluation expenditures that have been capitalized into mineral properties, excluding share-based payments.
(2) This is a non-IFRS measurement with no standardized meaning under IFRS and may not be comparable to similar financial measures presented by other issuers. For further information and a detailed reconciliation, please see the section in this MD&A titled "Non-IFRS Measures".
(3) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants

The Company had no revenues from its operating activities in 2018, 2017 or 2016, and the Company has never paid any distributions or cash dividends to its shareholders.

Net Loss

Net loss remained comparable between the three years presented. During the year ended December 31, 2018, net loss included a one-off $4,181 write-down of Mexican mineral properties, and $3,032 in share-based payment expenses, which was significantly lower than the $5,497 share-based payment expense recorded in the prior year owing to a lower fair value per stock option granted. After removing these non-cash items, the underlying operating expenditures in 2018 fell by $1,255 primarily due to lower investor relations and marketing communications activities when compared to the prior year.

Cash and Cash Equivalents

Cash and cash equivalents decreased by $17,757 from December 31, 2016 to December 31, 2017, and decreased by $10,285 from December 31, 2017 to December 31, 2018. During 2018 and 2017, the decrease in cash and cash equivalents was primarily attributable to cash used in mineral property exploration and development activities and, to a lesser extent, cash used in operating activities. In 2017 the Company drilled approximately 35,000 m at Goldlund compared with approximately 7,000 m in 2018, which resulted in lower cash used in mineral property exploration and development activities when comparing the two periods.

Total Assets

Total assets decreased by $3,821 from December 31, 2016 to December 31, 2017 primarily related to the cash used in operating activities and due to the decrease in marketable securities fair value. Total assets decreased by $8,205 from December 31, 2017 to December 31, 2018 mainly due to the cash used in operating activities, the decrease in marketable securities fair value, and the write-down of Mexican mineral properties.

SUMMARY OF QUARTERLY FINANCIAL INFORMATION

	2018-Q4	2018-Q3	2018-Q2	2018-Q1
Net Loss	$ (5,658)	$ (937)	$ (1,298)	$ (3,752)
Write-down of Mineral Properties	4,181	-	-	-
Net Loss Excluding Share-based Payments and Write-down of Mineral Properties (non-cash)[1]	(1,085)	(910)	(1,213)	(1,224)
Basic and Diluted Net Loss Per Share (in dollars)[2]	(0.01)	(0.00)	(0.00)	(0.01)
Cash and Cash Equivalents	5,115	6,950	9,585	12,289
Working Capital[1]	7,536	9,688	12,463	16,016
Mineral Properties	244,129	246,652	245,199	243,895
Total Assets	257,532	262,146	263,586	266,704
Total Non-Current Liabilities	$ -	$ -	$ -	$ -

	2017-Q4	2017-Q3	2017-Q2	2017-Q1
Net Loss	$ (1,237)	$ (1,296)	$ (1,998)	$ (6,653)
Write-down of Mineral Properties	-	-	-	-
Net Loss Excluding Share-based Payments and Write-down of Mineral Properties (non-cash)[1]	(1,217)	(1,197)	(1,914)	(1,359)
Basic and Diluted Net Loss Per Share (in dollars)[2]	(0.01)	(0.00)	(0.00)	(0.01)
Cash and Cash Equivalents	15,400	18,291	21,957	28,078
Working Capital[1]	19,401	23,411	28,463	33,584
Mineral Properties	239,871	237,413	233,861	229,513
Total Assets	265,736	267,208	268,307	270,169
Total Non-current Liabilities	$ -	$ -	$ -	$ (2,106)

(1) These are non-IFRS measures with no standardized meaning under IFRS. For further information and a detailed reconciliation, please refer to the section in this MD&A titled “Non-IFRS Measures”.

(2) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants in all periods.

The most significant variance in net loss quarter to quarter is due to the timing of stock option grants, the number of underlying options granted and the associated fair value dollar amount calculated at the time of the grant. Furthermore, in 2018-Q4 there was a $4,181 one-off write-down of Mexican mineral properties and a non-recurring severance payment of $300. In 2018-Q3 and 2017-Q3 there was a decrease in marketing activities undertaken by the Company when compared to 2018-Q2 and 2017-Q2, respectively, due to decreases in marketing campaigns. In 2017-Q2, there were additional transfer agent and filing fees and professional fees in connection with TSX initial listing fees, which followed graduation from the TSX-V.

In terms of cash and cash equivalents, variances between quarters would typically depend on the amount, type and timing of work being performed on the Company's mineral property portfolio, classified under investing activities in the interim statements of cashflows. This is in addition to other one-off events such as in Q2-2017 when the Company repaid its outstanding loans payable and settled its debenture liability, which were recorded as non-current liabilities in the statement of financial of position. Furthermore, in 2017-Q1, the Company completed the acquisition of certain additional mining claims located near Pickle Lake, Ontario and in the Township of Duparquet, Québec.

The fluctuation in total assets from one quarter to the next is primarily a function of decreases in cash used to fund operating activities, changes in the fair value of its marketable securities, and additions to or write-down of mineral property balances. It is worth noting that cash used in investing activities for the purposes of exploration and development work being performed on the Company's mineral properties remains within total assets, given these amounts are capitalized in connection with the Company's accounting policies.

CANADIAN MINERAL PROPERTY PORTFOLIO LOCATIONS

The Company classifies its mineral properties as Tier 1, Tier 2, and Tier 3:

- **Tier 1 projects** are core, material assets which include the Company's largest and most advanced mineral resource-stage projects.
- **Tier 2 projects** are resource-stage assets which host mineral resources.
- **Tier 3 projects** are grassroots exploration projects that host mineralization but have not received sufficient drilling to delineate mineral resources.

MINERAL PROPERTY PORTFOLIO GOLD RESOURCES [1]

Project	Tonnes	Gold Grade (g/t)	Silver Grade (g/t)	Contained Gold Ounces (oz.)	Contained Silver Ounces (oz.)
Measured Resources					
Cameron Gold Project[2]	3,360,000	2.75	-	297,000	-
Duparquet Gold Project[3]	16,500	1.45	-	770	-
Indicated Resources					
Springpole Gold Project[4]	139,100,000	1.04	5.40	4,670,000	24,190,000
Goldlund Gold Project	12,860,000	1.96	-	809,200	-
Hope Brook Gold Project	5,500,000	4.77	-	844,000	-
Cameron Gold Project[5]	2,170,000	2.40	-	167,000	-
Duparquet Gold Project[3]	5,954,000	1.57	-	300,700	-
Duquesne Gold Project	1,859,000	3.33	-	199,000	-
Inferred Resources					
Springpole Gold Project[4]	11,400,000	0.63	3.10	230,000	1,120,000
Goldlund Gold Project	18,360,000	1.49	-	877,000	-
Hope Brook Gold Project	836,000	4.11	-	110,000	-
Cameron Gold Project[6]	6,535,000	2.54	-	533,000	-
Pickle Crow Gold Project[7]	9,452,000	4.10	-	1,230,500	-
Duparquet Gold Project[3]	2,846,000	1.46	-	133,400	-
Duquesne Gold Project	1,563,000	5.58	-	281,000	-
Pitt Gold Project	1,076,000	7.42	-	257,000	-
Total Measured Resources	**3,376,500**	**2.74**	**-**	**297,770**	**-**
Total Indicated Resources	**167,443,000**	**1.30**	**5.40**	**6,989,900**	**24,190,000**
Total Measured and Indicated Resources	**170,819,500**	**1.33**	**5.40**	**7,287,670**	**24,190,000**
Total Inferred Resources	**52,068,000**	**2.19**	**3.10**	**3,651,900**	**1,120,000**

(1) The mineral resources and reserves set out in this table are based on the technical report for the applicable property, the title and date of which are set out under the applicable property description within the section "Mineral Property Portfolio Review" in this MD&A or in the Company's Annual Information Form for the year ended December 31, 2018, which is available under the Company's SEDAR profile at www.sedar.com.
(2) Comprises 2,670,000 tonnes of pit-constrained (0.55 g/t Au cut-off) Measured resources at 2.66 g/t Au, and 690,000 tonnes of underground (2.00 g/t Au cut-off) Measured resources at 3.09 g/t Au.
(3) The Company owns a 10% indirect interest in the Duparquet Gold Project, and the Measured, Indicated and Inferred Resources shown in the above table reflect the Company's 10% indirect interest.
(4) Open pit mineral resources are reported at a cut off grade of 0.4 g/t Au.
(5) Comprises 820,000 tonnes of pit-constrained (0.55 g/t Au cut-off) Indicated resources at 1.74 g/t Au, and 1,350,000 tonnes of underground (2.00 g/t Au cut-off) Indicated resources at 2.08 g/t Au.
(6) Comprises 35,000 tonnes of pit-constrained (0.55 g/t Au cut-off) Inferred resources at 2.45 g/t Au, and 6,500,000 tonnes of underground (2.00 g/t Au cut-off) Inferred resources at 2.54 g/t Au.
(7) Comprises 1,887,000 tonnes of pit-constrained (0.35 g/t Au cut-off) Inferred resources at 1.30 g/t Au, and 7,565,000 tonnes of underground Inferred resources that consist of: (i) a bulk tonnage, long-hole stoping (2.00 g/t Au cut-off); and (ii) a high-grade cut-and-fill component (2.60 g/t Au cut-off) over a minimum width of 1 metre.
(8) Resources (0.40 g/t Au cut-off) are stated as contained within a potentially economic limiting pit shell using a metal price of US$1,350 per ounce of gold, mining costs of US$2.00 per tonne, processing plus G&A costs of US$15.40 per tonne, 93% recoveries and an average pit slope of 48 degrees.

MINERAL PROPERTY PORTFOLIO REVIEW

First Mining has properties located in Canada, Mexico, and the United States. The following section discusses the Company's priority and other significant projects.

Readers are cautioned that, with respect to any Preliminary Economic Assessment ("PEA") referenced in the section below or anywhere else in this MD&A, a PEA is preliminary in nature, any inferred mineral resources included therein are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Actual results may vary, perhaps materially. The Company is not aware of any environmental, permitting, legal, title, taxation, socio-political, marketing or other issue which may materially affect this estimate of mineral resources. The projections, forecasts and estimates herein and in any technical reports referred to herein constitute forward-looking statements and readers are urged not to place undue reliance on such forward-looking statements.

Canadian Mineral Properties

Tier 1 Projects

Springpole, Ontario

The Springpole property covers an area of 32,240 hectares in Northwestern Ontario, consisting of 36 patented claims and 300 unpatented claims. The project is located approximately 110 km northeast of the town of Red Lake and is situated within the Birch-Uchi Greenstone Belt. The large, open pittable resource is supported by significant infrastructure, including a 72 man onsite camp, winter road access, a logging road and nearby power lines within 40 km. Springpole is located within an area that is covered by Treaty Three and Treaty Nine First Nations Agreements.

With approximately 4.7 million ounces of gold in the Measured and Indicated categories, Springpole is one of the largest undeveloped gold projects in Ontario[1].

A technical report titled "Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada", prepared by SRK, was filed by the Company on SEDAR on October 27, 2017, and is available under the Company's SEDAR profile at www.sedar.com and on the Company's website at www.firstmininggold.com. The PEA contemplates mining and processing material at 36,000 tonnes per day at an average head grade of 1.00 g/t Au and 5.28 g/t Ag. Highlights of the PEA are as follows:

Parameters	2017 PEA
Mine life	12 years
Initial capital cost	US$586 million
Base case gold price	US$1,300 per oz
Base case silver price	US$20 per oz
Exchange rate (CAD/USD)	0.75
Average annual payable production	296,500 oz Au and 1,632,000 oz Ag
Economic Results	**2017 PEA**
Pre-tax NPV at 5% discount rate	US$1,159 million
Pre-tax Internal rate of return	32.3%
Post-tax NPV at 5% discount rate	US$792 million
Post-tax Internal rate of return	26.2%
Non-discounted post-tax payback period	3.2 years
"All-in" cash costs	US$806 per oz of Au equivalent

1 Source: S&P Market Intelligence database as of June 29, 2018. Ranking among undeveloped primary gold resources per jurisdiction.

The Company is focused on advancing the permitting and development, including the environmental assessment process, for Springpole throughout 2018. In April 2018, the Company completed geotechnical drilling to test the footing locations for the proposed coffer dams at Springpole. During the nine months ended September 30, 2018, the Company submitted a Project Description for Springpole to CEAA and subsequently received the final EIS guidelines for the project. Currently, the Company is collecting environmental baseline data and other information to prepare the EIS for Springpole and is in discussions with the Ministry of Natural Resources district office in Red Lake for a permit to build an access road to Springpole. In addition, the Company is conducting a metallurgical study to determine the optimal flow sheet for Springpole to potentially increase the estimated gold recoveries.

Goldlund, Ontario

The Goldlund property covers an area of 23,858 hectares in northwestern Ontario, and consists of 27 patented claims, 152 unpatented claims, 1 mining lease, and 1 license of occupation. Rocks at the property consist of a volcanic sequence about 1.5 km wide. This north-easterly striking volcanic sequence is intruded by several granodiorite sills. These sills are the host rock of the gold mineralization. These strata-parallel intrusions are known to extend for over 50 km along the strike of the property. A number of historic gold occurrences are present on the property. The majority of identified mineralization is hosted within the Central and Southern Volcanic Belts and historic production demonstrates the presence of small zones of higher-grade mineralization. A technical report titled "Technical Report and Resource Estimation Update – Goldlund Project, Sioux Lookout, ON", prepared by WSP, was filed on SEDAR on April 1, 2019, and is available under the Company's SEDAR profile at www.sedar.com and on the Company's website at www.firstmininggold.com.

Mining at Goldlund in the 1980s produced approximately 90,700 tonnes of ore grading 4.23 g/t Au from underground and 39,000 tonnes of ore grading 4.80 g/t from a small open pit. The project has year-round road access to the property from Ontario Highway 72, which is 2 km to the south, and regional power lines are located 15 km to the north.

For the year 2018, the Company spent approximately $2.4 million for exploration expenditures on the Goldlund property, including approximately 5,000 m of in-fill drilling and 1,850 m for regional exploration drilling along the property's 50 km strike length. The early results from the Miller prospect indicate that the entire width of the sill/dyke appears receptive to gold mineralization and this mineralization remains open along strike in both directions and also at depth.

In August and September 2018, the Company received initial and final fire assay results from the regional exploration drilling program consisting of 8 drill holes. The objective of this drill program was to test the presence and character of potential gold mineralization distal from the current resource area. Visible gold was observed in seven of the eight drill holes.

Hope Brook, Newfoundland

The Hope Brook property covers an area of 26,650 hectares in Newfoundland, including 7 mineral licenses, with a deposit hosted by pyritic silicified zones occurring within a deformed, strike-extensive advanced argillic alteration zone. A technical report titled "2015 Mineral Resource Estimate Technical Report for the Hope Brook Gold Project, Newfoundland and Labrador, Canada", prepared by Mercator Geological Services Limited, was filed by the Company on SEDAR on November 27, 2015, and is available under the Company's SEDAR at www.sedar.com profile and on the Company's website at www.firstmininggold.com.

The resource covers 1.5 km of an 8 km mineralized structure. Substantial infrastructure at the property includes a ramp to 350 m below surface with vent raise, power, access by sea and air, and a strong local labour force. Hope Brook was a former operating gold mine that produced 752,163 oz. Au from 1987 to 1997.

In September 2017, the Company completed approximately 850 m of drilling to identify new areas of mineralization within the Ironbound Hill target which is located approximately 25 km from the main resource area and 8 km from Highway 480.

The Company intends to advance a regional exploration and target delineation program at Hope Brook in 2019. In addition, the Company plans to conduct an internal scoping study of a production scenario for Hope Brook to assess the economics of the project and better define a permitting timeframe.

Cameron, Ontario

The Cameron property covers an area of 44,853 hectares in Northern Ontario and comprises 24 patented claims, 226 unpatented claims, 4 mining leases, and 7 licenses of occupation. The Cameron deposit is a greenstone-hosted gold deposit and the mineralization is mainly hosted in mafic volcanic rocks within a northwest trending shear zone (Cameron Lake Shear Zone) which dips steeply to the north east. A technical report titled "Technical Report on the Cameron Gold Deposit, Ontario, Canada", prepared by Optiro, was filed on SEDAR on March 22, 2017, and is available under the Company's SEDAR profile at www.sedar.com and on the Company's website at www.firstmininggold.com. There is year-round road access to the property from nearby highway and power lines within 20 km.

The Company conducted minimal environmental studies, including fish community and habitat surveys as well as hydrology surveys, to support a potential environmental assessment or permitting application in the future.

Pickle Crow, Ontario

The Pickle Crow project covers an area of 13,184 hectares and comprises 114 patented claims and 83 unpatented claims. The area is located in northwestern Ontario and is covered by the Treaty Nine First Nations Agreement. A technical report titled "An Updated Mineral Resource Estimate for the Pickle Crow Property, Patricia Mining Division, Northwestern Ontario, Canada", prepared by Micon International Limited and dated June 15, 2018, was filed on SEDAR on August 23, 2018, and is available under the Company's SEDAR profile at www.sedar.com and on the Company's website at www.firstmininggold.com. Extensive infrastructure in place or proximal to the Pickle Crow project includes a 200 tonne per day gravity mill on site, generators and fuel storage and gravel road access to the property, and the property is within 10 km of a regional airport at Pickle Lake. Pickle Crow was a former high-grade operating mine until the late 1960s.

In February 2017, the Company completed a 9-hole drilling program comprising approximately 1,300 m. The objectives of this drill program were to test extensions of known vein zones and discover new high-grade gold mineralization. Gold mineralization was encountered in seven of the nine drill holes and visible gold was intercepted in the lowermost vein zone of the No. 15 Vein structure.

In August 2018, an 85-hole drilling program was conducted on the historic Pickle Crow tailings, which was split into 4 distinct geographic zones. Of the total 302 m program, 225 m were sampled, and taken on 1 m intervals with intervals as short as 0.3 m where the base of the tails were encountered.

The Company is considering undertaking an independent resource estimate of the Pickle Crow tailings in an update of the current technical report noted above. Whilst the gold content is anticipated to be small the tailings may offer opportunities for small-scale production using the onsite Extreme Gravity mill.

Tier 2 Projects

Duquesne Gold Project, Québec

Duquesne Gold Project located in the Abitibi Region of Québec ("**Duquesne**") is situated on a property that covers an area of 2,323 hectares. The Company owns a 100% interest in Duquesne which hosts an indicated mineral resource of 1.9 Mt grading 3.33 g/t Au, containing 199,000 oz Au, and an inferred mineral resource of 1.6 Mt grading 5.58 g/t Au, containing 281,000 oz. Au. A technical report titled "43-101 Technical Report Resource Estimate of the Duquesne Gold Property", was filed by the prior owner on SEDAR on October 28, 2011, and is available under Clifton Star's SEDAR profile at www.sedar.com. The Duquesne project is situated along the Destor-Porcupine Break, which boasts historical production of 192 million oz. Au.

Pitt Gold Project, Québec

The Pitt Gold Project located in the Abitibi Region of Québec ("**Pitt Gold**") is situated on a property that covers an area of 384 hectares and is close to Duquesne and the Duparquet Gold Project (in which First Mining holds a 10% indirect interest). A technical report in support of these resources, titled "NI 43-101 Technical Report and Review of the Preliminary Mineral Resource Estimate for the Pitt Gold Project, Duparquet Township, Abitibi Region, Quebec, Canada", was filed by the Company on SEDAR on January 6, 2017 under the Company's SEDAR profile at www.sedar.com. At a cut-off grade of 3.0 g/t Au, Pitt Gold is estimated to have inferred mineral resources of 1,076,000 tonnes grading 7.42 g/t Au, containing 257,000 oz. Au.

Mexican Mineral Properties

Tier 3 Projects

As at December 31, 2018, the Company recorded a write-down of certain Mexican properties amounting to $4,181 (2017 - $nil). The write-down represents the complete write-off of the carrying value of these Mexican properties (except Las Margaritas), as the Company has no plans for future exploration and has not paid the associated concession taxes for over 12 months.

Las Margaritas, Durango

The Las Margaritas property covers an area of 500 hectares consisting of two mining concessions approximately 150 km from Durango City, Mexico. The project is located in the Barrancas subprovince of the Sierra Madre Occidental. Some limited gold mining by artisanal prospectors is known to have taken place on the project in the early 20th century and the project contains a known vein with quartz, argillic alteration striking for at least 1.8 km. The property was acquired through an Assignments of Rights Agreement signed July 6, 2011 and is subject to a 1% NSR royalty payable to the vendor which may be purchased at any time before July 6, 2016 for USD $500,000. In 2018, an extension was negotiated with the vendor which granted the Company the option to purchase the 1% NSR royalty by December 2021 for USD $375,000, of which USD $75,000 has been paid.

USA Mineral Property

Tier 3 Projects

Turquoise Canyon, Nevada

The Turquoise Canyon property (formerly the Bald Mountain property) located in Nevada is wholly-owned by First Mining. The property covers an area of 1,562 hectares and is located along the Battle Mountain-Eureka Trend, 16 km south of Barrick Gold Corp.'s Cortez Mine Complex (23 million oz Au), 9 km west of its newly discovered Gold Rush deposit (7.0 million oz. Au) and 1.5 km east of the Toiyabe Mine, a Carlin type gold deposit that produced 89,000 oz. Au in the 1990s.

Results of an airborne ZTEM survey commissioned by the Company show an antiformal structure in the underlying Roberts Mountain Thrust which will be the focus of future exploration. A gravity high and anomalous conductive/polarizable anomalies at the southwest corner of the property are high priority drill targets. Six other potential drill targets were interpreted from two induced polarization/resistivity lines run over the property.

MINERAL PROPERTY BALANCES

As at December 31, 2018 and December 31, 2017, the Company had capitalized the following acquisition, exploration and evaluation costs to its mineral properties:

	Balance December 31, 2017	Acquisition	2018 expenditures	Currency translation adjustments	Disposal or write-down of mineral properties	Balance December 31, 2018
Springpole	$ 70,398	$ -	$ 2,980	$ -	$ -	$ 73,378
Goldlund	93,807	-	2,797	-	-	96,604
Hope Brook	18,665	-	916	-	-	19,581
Cameron	26,676	-	356	-	-	27,032
Pickle Crow	16,496	-	258	-	-	16,754
Duquesne	5,053	-	38	-	-	5,091
Pitt	2,080	-	2	-	-	2,082
Others	2,515	-	44	-	-	2,559
Canada Total	**$ 235,690**	**$ -**	**$ 7,391**	**$ -**	**$ -**	**$ 243,081**
Mexico	3,483	-	593	349	(4,181)	244
USA	698	-	43	63	-	804
Total	**$ 239,871**	**$ -**	**$ 8,027**	**$ 412**	**$ (4,181)**	**$ 244,129**

	Balance December 31, 2016	Acquisition	2017 expenditures	Currency translation adjustments	Disposal or write-down of mineral properties	Balance December 31, 2017
Springpole	$ 68,121	$ 243	$ 2,034	$ -	$ -	$ 70,398
Goldlund	85,103	1,196	7,508	-	-	93,807
Hope Brook	17,595	-	1,070	-	-	18,665
Cameron	26,017	-	659	-	-	26,676
Pickle Crow	15,821	180	495	-	-	16,496
Duquesne	5,023	-	30	-	-	5,053
Pitt	2,074	-	6	-	-	2,080
Others	-	2,500	15	-	-	2,515
Canada Total	**$ 219,754**	**$ 4,119**	**$ 11,817**	**$ -**	**$ -**	**$ 235,690**
Mexico	3,004	-	692	(213)	-	3,483
USA	703	-	40	(45)	-	698
Total	**$ 223,461**	**$ 4,119**	**$ 12,549**	**$ (258)**	**$ -**	**$ 239,871**

The Company continues with its environmental, permitting and Indigenous consultation processes at its Tier 1 Canadian mineral properties, focusing on Springpole, Goldlund and Hope Brook. At Springpole, the Company continues to collect environmental baseline data and other information required for its federal and provincial permitting efforts. At Goldlund, the Company continues with environmental baseline work and at Hope Brook, the Company has initiated an Environmental Assessment review of its proposed access road to the project by submitting a Project Registration document in June 2018.

In addition to the above mineral property balances, $4,417 is recorded as mineral property investments on the statements of financial position, which represents the Company's 10% indirect interest in the Duparquet Gold Project in Québec, Canada.

The Company's $8.0 million expenditures on mineral properties during the year ended December 31, 2018 (2017 - $12.5 million) are primarily related to the following:

Goldlund

During the year ended December 31, 2018, the Company drilled approximately 5,000 m, which completed its 16,000 m Phase 2 drilling campaign at Goldlund. In addition, drill programs were completed at the Miller and Eaglelund prospect areas, approximating 1,300 m and 600 m, respectively. The Phase 1 and 2 drilling campaigns were intended to accomplish four primary objectives:

1. Convert mineral resources currently in the inferred category into the indicated category;
2. Test drill deeper exploration targets;
3. Identify and add additional mineralization within areas that are adjacent to the current resource boundary; and
4. Test drill additional exploration targets within regional areas.

Springpole

In 2018, the Company completed a 250 m geotechnical coffer dam drilling program by drilling 11 holes where future coffer dam footings are planned. Preliminary drill results show low bedrock hydraulic conductivity which may be an indication of low permeability. The drill results will be used to create advanced design plans for the coffer dams and to confirm their optimal locations, which will form part of the pre-feasibility study work planned in 2019.

Hope Brook

During 2018, the Company commenced permitting for the construction of a resource access road to connect its Hope Brook Project to Highway 480 (also known as the Burgeo Highway). The Company also conducted a broad range of environmental baseline studies at the camp area, as well as along the proposed access road corridor, to collect the necessary biophysical data to support a potential EA and future permitting requirements. These studies include fish community and habitat surveys, Species at Risk surveys, as well as surface, groundwater and hydrology surveys.

RESULTS OF CONTINUING OPERATIONS

For the three months and years ended December 31, 2018 and 2017

Unless otherwise stated, the following financial data was prepared on a basis consistent with IFRS:

	Three months ended December 31,		Year ended December 31,	
	2018	2017	2018	2017
EXPENDITURES				
General and administration	$ 761	$ 552	$ 2,438	$ 2,509
Exploration and evaluation	150	122	658	628
Investor relations and marketing communications	95	579	1,197	2,556
Corporate development and due diligence	93	25	270	102
Share-based payments (non-cash)	392	20	3,032	5,497
Write-down of mineral properties (non-cash)	4,181	-	4,181	-
Loss from operational activities	(5,672)	(1,298)	(11,776)	(11,292)
OTHER ITEMS				
Foreign exchange loss	(17)	(1)	(5)	(147)
Other expenses	(4)	(2)	(54)	(89)
Interest and other income	35	64	190	344
Net loss	**$ (5,658)**	**$ (1,237)**	**$ (11,645)**	**$ (11,184)**
Other comprehensive income (loss)				
Items that will not be reclassified to net income or loss:				
Marketable securities fair value loss	(54)	(473)	(1,680)	(3,399)
Items that may be reclassified to net income or loss:				
Currency translation adjustment	265	22	431	(280)
Other comprehensive loss	211	(451)	(1,249)	(3,679)
Total comprehensive loss	**$ (5,447)**	**$ (1,688)**	**$ (12,894)**	**$ (14,863)**

Fourth Quarter 2018 Compared to Fourth Quarter 2017

For the three months ended December 31, 2018, total operating expenditures (excluding the write-down of mineral properties) increased by $193 compared to the three months ended December 31, 2017. This change was explained by the following:

Investor relations and marketing communications

Investor relations and marketing communications decreased by $484 during the three months ended December 31, 2018 compared to the same period in 2017, primarily due to less marketing activities during the fourth quarter of 2018.

General and administration

General and administration increased by $209 during the three months ended December 31, 2018 compared to the same period in 2017. This increase is mainly due to severance payments during the fourth quarter of 2018.

Other functional expenditures

The amounts in exploration and evaluation; and corporate development and due diligence were comparable between periods. Exploration and evaluation expenditures consisted of overhead costs not directly attributable to specific exploration and evaluation activities.

Share-based payments (non-cash)

Share-based payments increased by $372 during the three months ended December 31, 2018 compared to the same period in 2017, primarily due to a higher number of incentive stock options granted in the fourth quarter of 2018.

Fiscal Year 2018 Compared to Fiscal Year 2017

For the year ended December 31, 2018, total operating expenditures (excluding the write-down of mineral properties) have decreased compared to the same period in 2017. Some notable variances within certain functional expenditures are discussed below.

Investor relations and marketing communications

Investor relations and marketing communications decreased by $1,359 during the year ended December 31, 2018 compared to the prior year, primarily due to initiating more focused marketing campaigns during the current year.

Corporate development and due diligence

Corporate development and due diligence increased by $168 during the year ended December 31, 2018 compared to the prior year, primarily due to allocations related to severance payments which occurred during the year.

Other functional expenditures

The amounts in general and administration; and exploration and evaluation were comparable year-over-year. Exploration and evaluation expenditures consisted of overhead costs not directly attributable to specific exploration and evaluation activities.

Share-based payments (non-cash)

Despite the total number of incentive stock option grants increasing year-over-year, the fair value per option decreased by approximately 55% from $0.49 in the prior year to $0.22 in 2018, which contributed to an overall decrease of $2,465 in share-based payments expenditure (non-cash) between the periods. In addition, the Company adopted vesting criteria for all new grants beginning in the fourth quarter of 2018.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

	Year ended December 31,	
	2018	2017
CASH PROVIDED BY (USED IN)		
Operating activities	$ (3,781)	$ (5,313)
Investing activities	(7,495)	(13,726)
Financing activities	989	1,361
Foreign exchange effect on cash	2	(79)
CHANGE IN CASH AND CASH EQUIVALENTS	**(10,285)**	**(17,757)**
Working capital[(1)]	7,536	19,401
Cash and cash equivalents, beginning	15,400	33,157
Cash and cash equivalents, ending	$ 5,115	$ 15,400

(1) Working capital is a non-IFRS measurement with no standardized meaning under IFRS and may not be comparable to similar financial measures presented by other issuers. For further information and a detailed reconciliation, please see the section "*Non-IFRS Measures – Working Capital*".

Cash and Cash Equivalents

The decrease of $10,285 in cash and cash equivalents from $15,400 at December 31, 2017 to $5,115 at December 31, 2018 was primarily due to cash used in investing activities which comprised drilling, technical analysis, environmental and permitting activities at Springpole and Goldlund.

Operating Activities

Cash used in operating activities decreased by $1,532 during the year ended December 31, 2018 compared to the prior year. This decrease was driven by a decrease in marketing activities as well as the absence of a few one-time general and administration expenditures incurred during the prior year, which included the Company's graduation to the TSX and associated one-time TSX initial listing fees and related professional fees incurred during the second quarter of 2017.

Investing Activities

For the year ended December 31, 2018, the cash used in investing activities was primarily a result of Canadian mineral property expenditures including the completion of Phase 2 drilling (comprising approximately 16,000 m) and regional campaigns (comprising approximately 2,000 m) at Goldlund and environmental and permitting activities at Springpole. In the prior year period, the cash used in investing activities of $13,700 was primarily related to the Phase 1 drilling campaign at Goldlund (comprising approximately 24,300 m) in addition to the purchase of marketable securities for strategic investment purposes.

Financing Activities

Cash provided by financing activities from the exercise of warrants and stock options was $372 higher in the prior year period as more options were exercised at a higher price.

Trends in Liquidity, Working Capital, and Capital Resources

As at December 31, 2018, the Company has working capital of $7,536. The Company has no history of revenues from its operating activities. The Company is not in commercial production on any of its mineral properties and accordingly does not generate cash from operations. During the year ended December 31, 2018, the Company had negative cash flow from operating activities, and the Company anticipates it will have negative cash flow from operating activities in future periods.

The Company has, in the past, financed its activities by raising capital through issuances of new shares. In addition to adjusting spending, disposing of assets and obtaining other non-equity sources of financing, the Company will remain reliant on equity markets for raising capital until it can generate positive cash flow to finance its exploration and development programs.

The Company believes it has sufficient cash resources to meet its exploration, development, and administrative overhead expenses and maintain its planned exploration and development activities for the next twelve months. However, there is no assurance that the Company will be able to maintain sufficient working capital in the future due to market, economic and commodity price fluctuations.

FINANCIAL LIABILITIES AND COMMITMENTS

The Company's financial liabilities as at December 31, 2018 are summarized as follows:

	Contractual Cash Flows	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable and accrued liabilities	$ 582	$ 582	$ -	$ -	$ -

There were no other material financial commitments as at December 31, 2018. Management is of the view that the above financial liabilities and commitments will be sufficiently funded by current working capital.

OUTLOOK

First Mining is an emerging mineral development company with a diversified portfolio of gold projects in North America. The Company's vision is to advance its material assets towards a construction decision and, ultimately, to production, and we may acquire additional mineral assets in the future. As at December 31, 2018, the Company held a portfolio of 24 mineral properties located in Canada, Mexico and the United States.

The Company is actively conducting environmental studies at its core Tier 1 Canadian mineral properties, and is continuing Indigenous community consultations related to these properties. In particular, the Company is actively collecting environmental baseline data in relation to fish community and habitat and has begun consultation efforts with local Indigenous communities within the Springpole area to support the ongoing federal and provincial EA processes and prepare the EIS for the project.

The following is a summary of various milestones achieved by the Company in 2018, as well as ongoing activities planned for the next year:

Completed in 2018:

- The Company signed the Negotiation Protocol with the Shared Territory Protocol Nations in relation to Springpole project.
- The Company completed the geotechnical drilling program to investigate the lake bed sediments and bedrock along the proposed alignment of the coffer dam at Springpole.
- The Project Description was filed with CEAA to initiate the federal Environmental Assessment process for Springpole. Subsequently, CEAA issued the final EIS guidelines to the Company, and the Company is now moving forward with the necessary work to prepare an EIS for the Springpole project.

In Progress – expected to be completed in 2019 or beyond:

- The Company is planning to submit a Terms of Reference to MOECC for Springpole. The Terms of Reference will provide a framework for the preparation of a provincial Environmental Assessment, and it will set out the Company's work plan for addressing the legislated requirements of the Ontario *Environmental Assessment Act* when preparing the provincial Environmental Assessment.
- The Company is conducting further metallurgical studies and testwork to optimize the process flowsheet and potentially improve the metallurgical recoveries at Springpole. Following this, the Company plans to initiate a pre-feasibility study.
- The Company undertook a geotechnical drilling program to test the footing locations for the proposed coffer dams at Springpole. The information collected will be used to create advanced design plans for the coffer dams and to confirm their ideal locations.

- The Company plans to complete additional resource and regional drilling at Goldlund.
- The Company plans to conduct an internal scoping study to assess the economic potential of the Hope Brook project in 2019.
- The Company has commenced permitting for the construction of a resource access road to Springpole to support a more efficient mode of transportation for exploration and development activities.

FINANCIAL INSTRUMENTS

Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The carrying amounts approximate fair value due to the short-term maturities of these instruments.

Cash and cash equivalents are mainly held in interest bearing accounts at large Canadian financial institutions.

MARKETABLE SECURITIES

The Company holds shares in Silver One Resources Inc., which the Company received as a result of the Company's sale of certain Mexican silver assets, and other investments in publicly traded companies within the mining industry for strategic purposes.

	Silver One Resources Inc.	Other Marketable Securities	Total
Balance as at December 31, 2017	**$ 2,280**	**$ 1,997**	**$ 4,277**
Loss recorded in other comprehensive loss	(1,290)	(390)	(1,680)
Balance as at December 31, 2018	**$ 990**	**$ 1,607**	**$ 2,597**

	Silver One Resources Inc.	Other Marketable Securities	Total
Balance as at December 31, 2016	**$ 5,280**	**$ 567**	**$ 5,847**
Purchases	-	1,829	1,829
Loss recorded in other comprehensive loss	(3,000)	(399)	(3,399)
Balance as at December 31, 2017	**$ 2,280**	**$ 1,997**	**$ 4,277**

The Company holds marketable securities as strategic investments and has less than a 10% equity interest in each of the investees.

MINERAL PROPERTY INVESTMENTS

The Company, through its subsidiary Clifton Star, has a 10% equity interest in the shares of Beattie Gold Mines Ltd., 2699681 Canada Ltd., and 2588111 Manitoba Ltd., which directly or indirectly own various mining concessions and surface rights, collectively known as the Duparquet Gold Project. As at December 31, 2018, the fair value of mineral property investments was $4,417 (December 31, 2017 - $4,417). Management concluded that there was no material change in the fair value of these investments during the year.

Duparquet Gold Project, Québec

The Company's 10% indirect interest in the Duparquet Gold Project was acquired through the acquisition of Clifton Star. The Duparquet Gold Project covers an area of 1,147 hectares and is located in the Abitibi Region of Québec which is one of the world's most prolific gold producing regions. The Company owns a 10% indirect interest in the Duparquet Gold Project which, on a 100% basis, hosts measured mineral resources of 165,000 tonnes grading 1.45 g/t Au, containing 7,700 oz. Au, indicated mineral resources of 59.5 Mt grading 1.57 g/t Au, containing 3.0 million oz. Au and inferred mineral resources of 28.5 Mt grading 1.46 g/t Au, containing 1.3 million oz. Au. The technical report entitled "Technical Report and Prefeasibility Study for the Duparquet Project" was filed on SEDAR by Clifton Star on May 23, 2014. Infrastructure includes site roads, access to electrical power 15 km away, tailings storage facility and water management solutions and ancillary site buildings. The Duparquet Gold Project is currently comprised of three mineral properties: Beattie, Donchester and Dumico. The 2014 prefeasibility study includes pre-production capital costs of $394 million, a pay-back period of 4.3 years and pre-tax NPV (5%) of $222 million at USD $1,300 per ounce of gold.

RELATED PARTY TRANSACTIONS

Amounts paid to related parties were incurred in the normal course of business and measured at the exchange amount, which is the amount agreed upon by the transacting parties and on terms and conditions similar to non-related parties. There were no significant transactions with related parties outside of the ordinary course of business during the year ended December 31, 2018.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources.

NON-IFRS MEASURES

The Company has included a non-IFRS measure for "net (loss) income excluding share-based payments (non-cash)", "net (loss) income excluding share-based payments and write-down of mineral properties (non-cash)" and "working capital" in this MD&A to supplement its financial statements, which are presented in accordance with IFRS. The Company believes that this measure provides investors with an improved ability to evaluate the performance of the Company. Non-IFRS measures do not have any standardized meaning prescribed under IFRS. Therefore, such measures may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Company determines working capital and net (loss) income excluding share-based payments (non-cash) and write-down of mineral properties (non-cash) as follows:

Quarterly Reconciliations:

Reconciliation as of the end of the period	2018-Q4	2018-Q3	2018-Q2	2018-Q1
Current assets	$ 8,118	$ 10,166	$ 13,036	$ 17,437
Less current liabilities	(582)	(478)	(573)	(1,421)
Working capital	**$ 7,536**	**$ 9,688**	**$ 12,463**	**$ 16,016**

Reconciliation as of the end of the period	2017-Q4	2017-Q3	2017-Q2	2017-Q1
Current assets	$ 20,484	$ 24,420	$ 29,064	$ 35,263
Less current liabilities	(1,083)	(1,009)	(601)	(1,679)
Working capital	**$ 19,401**	**$ 23,411**	**$ 28,463**	**$ 33,584**

Reconciliation for the three months ended	2018-Q4	2018-Q3	2018-Q2	2018-Q1
Net loss	$ (5,658)	$ (937)	$ (1,298)	$ (3,752)
Excluding share-based payments (non-cash)	392	27	85	2,528
Excluding write-down of mineral properties (non-cash)	4,181	-	-	-
Net loss excluding share-based payments and write-down of mineral properties (non-cash)	**$ (1,085)**	**$ (910)**	**$ (1,213)**	**$ (1,224)**

Reconciliation for the three months ended	2017-Q4	2017-Q3	2017-Q2	2017-Q1
Net loss	$ (1,237)	$ (1,296)	$ (1,998)	$ (6,653)
Excluding share-based payments (non-cash)	20	99	84	5,294
Excluding write-down of mineral properties (non-cash)	-	-	-	-
Net loss excluding share-based payments and write-down of mineral properties (non-cash)	**$ (1,217)**	**$ (1,197)**	**$ (1,914)**	**$ (1,359)**

Annual Reconciliations:

Reconciliation as of the end of the period	2018	2017	2016
Current assets	$ 8,118	$ 20,484	$ 40,826
Less current liabilities	(582)	(1,083)	(1,225)
Working capital	**$ 7,536**	**$ 19,401**	**$ 39,601**

Reconciliation for the years ended	2018	2017	2016
Net loss	$ (11,645)	$ (11,184)	$ (11,155)
Excluding share-based payments (non-cash)	3,032	5,497	5,155
Excluding write-down of mineral properties (non-cash)	4,181	-	485
Net loss excluding share-based payments and write-down of mineral properties (non-cash)	**$ (4,432)**	**$ (5,687)**	**$ (5,515)**

CHANGES IN ACCOUNTING POLICIES

There were no changes in the Company's significant accounting policies during the year ended December 31, 2018 that had a material effect on its consolidated financial statements. The Company's significant accounting policies and accounting estimates are contained in the audited consolidated financial statements for the year ended December 31, 2018.

ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

The following are accounting standards anticipated to be effective January 1, 2019 or later:

IFRS 16 Leases

IFRS 16 will replace IAS 17 *"Leases"*. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Application of the standard is mandatory for annual periods beginning on or after January 1, 2019. IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed. Management expects an increase in depreciation expense and also an increase in cash flow from operating activities as lease payments will be recorded as financing outflows in the consolidated statements of cash flows. The Company does not expect these impacts to be material.

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's consolidated financial statements.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements requires the use of accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Estimates and judgments are regularly evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. The use of judgments, estimates and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The following discusses the accounting judgments and estimates that the Company has made in the preparation of the audited consolidated financial statements for the year ended December 31, 2018, which could result in a material adjustment to the carrying amounts of assets and liabilities:

Impairment of mineral properties:

In accordance with the Company's accounting policy for its mineral properties, exploration and evaluation expenditures on mineral properties are capitalized. There is no certainty that the expenditures made by the Company in the exploration of its property interests will result in discoveries of commercial quantities of minerals. The Company applies judgment to determine whether indicators of impairment exist for these capitalized costs.

Management uses several criteria in making this assessment, including the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of mineral properties are budgeted, and evaluation of the results of exploration and evaluation activities up to the reporting date.

Determining amount and timing of reclamation provisions:

A reclamation provision represents the present value of estimated future costs for the reclamation of the Company's mineral properties. These estimates include assumptions as to the future activities, cost of services, timing of the reclamation work to be performed, inflation rates, exchange rates and interest rates. The actual cost to reclaim a mine may vary from the estimated amounts because there are uncertainties in factors used to estimate the cost and potential changes in regulations or laws governing the reclamation of a mineral property. Management periodically reviews the reclamation requirements and adjusts the liability, if any, as new information becomes available and will assess the impact of new regulations and laws as they are enacted.

Mineral Property Investments:

The Company makes estimates and assumptions that affect the carrying value of its mineral property investments, which are comprised of equity interests in the shares of private companies. These financial assets are designated as fair value through other comprehensive income (loss), and management needs to determine the fair value as at each period end. As there is no observable market data which can be used to determine this fair value, management applies judgment in determining whether a significant change in the fair value of this investment may have occurred. Factors that are considered include a change in the performance of the investee, a change in the market for the investee's future products, a change in the performance of comparable entities, a change in price of gold or other metals, a change in the economic environment, or evidence from external transactions in the investee's equity. Changes to these variables could result in the fair value being less than or greater than the amount recorded.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties, each of which could have an adverse effect on its business operation or financial results. Some of these risks and uncertainties are detailed below. For a comprehensive list of the Company's risks and uncertainties, see the Company's Annual Information Form under the heading "Risks that can affect our business" for the year ended December 31, 2018 which are available under our SEDAR profile at www.sedar.com, and on EDGAR as an exhibit to Form 40-F.

Risks related to Financial Instruments

The Company thoroughly examines the various financial instruments and risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include market risk, price risk, foreign currency risk, interest rate risk, credit risk, liquidity risk, and capital risk. Where material, these risks are reviewed and monitored by the Company's Board of Directors (the "**Board**").

The Board has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk includes equity price risk, foreign currency risk and interest rate risk.

Equity Price Risk

The Company is exposed to equity price risk as a result of holding equity investments, which are comprised of marketable securities and mineral property investments, in other mineral property exploration companies.

If the fair value of our investments in equity instruments had been 10% higher or lower as at December 31, 2018, other comprehensive loss for the year ended December 31, 2018 would have decreased or increased, respectively, by approximately $701 (2017 - $869), as a result of changes in the fair value of equity investments.

Foreign Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, the United States, and Mexico, and a portion of the Company's expenses are incurred in Canadian dollars ("**CAD**"), US dollars ("**USD**"), and Mexican Pesos ("**MXN**"). A significant change in the currency exchange rates between the Canadian, US and Mexican currencies, could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

As at December 31, 2018, the Company is exposed to currency risk on certain financial instruments denominated in USD and MXN. The Company does not have significant transactions or hold significant cash or other financial instruments denominated in USD and MXN currencies. Therefore, the Company considers this risk to be immaterial.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings that are subject to fluctuations in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents, accounts and other receivables, and the reclamation deposit. The Company considers credit risk with respect to its cash and cash equivalents to be immaterial as cash and cash equivalents are mainly held through large Canadian financial institutions.

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by preparing annual estimates of exploration and administrative expenditures and monitoring actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

The following table summarizes the maturities of the Company's financial liabilities as at December 31, 2018 based on the undiscounted contractual cash flows:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable and accrued liabilities	$ 582	$ 582	$ 582	$ -	$ -	$ -

As at December 31, 2018, the Company had cash and cash equivalents of $5,115 (December 31, 2017 - $15,400). The Company believes it has sufficient cash on hand to meet operating requirements as they arise for at least the next 12 months.

d) Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and retention of its mineral properties. The Company has historically demonstrated the ability to raise new capital through equity issuances and/or through surplus cash as part of its acquisitions. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

Other Risk Factors

Financing Risks

The Company has finite financial resources, has no current source of operating cash flow and has no assurance that additional funding will be available to it for its future activities, including exploration or development of mineral projects. Such further activities may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain additional financing could result in delay or indefinite postponement of exploration and development of the Company's existing mineral projects and could result in the loss of one or more of its properties.

Exploration and Development Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. These risks include:

- few properties that are explored are ultimately developed into producing mines;
- there can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable;
- with all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions; and
- mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in our resource base.

Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and financial condition.

Operational hazards and risks

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration and development of minerals. To the extent that the Company takes a property to production, the Company will be subject to all of the hazards and risks associated with the production of minerals. These risks include:

- unusual and unexpected geological formations;
- rock falls;
- seismic activity;
- flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability;
- environmental pollution, and consequent liability that could have a material adverse impact on the Company's business, operations and financial performance;
- mechanical equipment and facility performance problems; and
- periodic disruptions due to inclement or hazardous weather conditions.

Substantial expenditures

Substantial expenditures are required to establish resources and reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in certain cases, to develop infrastructure at any site chosen for exploration. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

The economics of developing mineral properties is affected by many factors including:

- the cost of operations;
- variations in the grade of mineralized material mined;
- fluctuations in metal markets; and
- such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

The remoteness and restrictions on access of properties in which we have an interest will have an adverse effect on expenditures as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties are located, occasionally in poor climate conditions.

No History of Mineral Production

The Company has no history of commercially producing metals from its mineral exploration properties. There can be no assurance that the Company or any other party will successfully establish mining operations or profitably produce gold or other precious metals on any of the Company's properties. The development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render reserves and deposits containing relatively lower grades of mineralization uneconomic.

None of the Company's properties are currently under development or production. The future development of any properties found to be economically feasible will require applicable licenses and permits and will require the construction and operation of mines, processing plants and related infrastructure. As a result, the development of any property will be subject to all of the risks associated with establishing new mining operations and business enterprises, including, but not limited to:

- the timing and cost of the construction of mining and processing facilities;
- the availability and costs of skilled labour and mining equipment;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to obtain necessary environmental and other governmental approvals and permits and the timing of those approvals and permits; and
- the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during development, construction and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that the Company's activities will result in profitable mining operations or that mining operations will be established at any of the Company's properties.

Acquisition of Business Arrangements

As part of the Company's business strategy, First Mining has sought and may continue to seek to acquire new mining and exploration projects. In pursuit of such opportunities, the Company may fail to select appropriate acquisition targets or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses into the Company. Ultimately, any acquisitions would be accompanied by risks, which could include:

- a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio;
- a material ore body could prove to be below expectations;
- difficulty in integrating and assimilating the operations and workforce of any acquired companies;
- realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise;
- the bankruptcy of parties with whom the Company has arrangements;
- maintaining uniform standards, policies and controls across the organization;
- disruption of our ongoing business and relationships with employees, suppliers, contractors and other stakeholders as the Company integrates the acquired business or assets;
- the acquired business or assets may have unknown liabilities which may be significant;
- delays as a result of regulatory approvals; and
- exposure to litigation (including actions commenced by shareholders) in connection with the transaction.

Any material issues that the Company encounters in connection with an acquisition could have a material adverse effect on its business, results of operations and financial position.

Mineral Reserves/Mineral Resources

The properties in which the Company holds an interest are currently considered to be in the early exploration stage only and do not contain a known body of commercial minerals beyond the PEA level. Mineral resources and mineral reserves are, in large part, estimates and no assurance can be given that any anticipated tonnages and grades will be achieved or that the particular level of recovery will be realized.

Mineral resources on the Company's properties have been determined based upon assumed cut-off grades, metal prices and operating costs at the time of calculation, as set out in the applicable technical reports. Future production could differ dramatically from resource and reserve estimates because, among other reasons:

- mineralization or formations could be different from those predicted by drilling, sampling and similar examinations;
- calculation errors could be made in estimating mineral resources and mineral reserves;
- increases in operating mining costs and processing costs could adversely affect mineral resources and mineral reserves;
- the grade of the mineral resources and mineral reserves may vary significantly from time to time and there is no assurance that any particular level of metals may be recovered from the ore; and
- declines in the market price of the metals may render the mining of some or all of the mineral reserves uneconomic.

Estimated mineral resources may require downward revisions based on changes in metal prices, further exploration or development activity, increased production costs or actual production experience. This could materially and adversely affect estimates of the tonnage or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource and mineral reserve estimates.

Any reduction in estimated mineral resources as a result could require material write downs in investment in the affected mining property and increased amortization, reclamation and closure charges, which could have a material and adverse effect on future cash flows for the property and on the Company's earnings, results of operations and financial condition.

Because the Company does not currently have any producing properties, mineralization estimates for its properties may require adjustments or downward revisions based upon further exploration or development work or actual future production experience. In addition, the grade of mineralized material ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on- site conditions or in production scale.

The mineral resource estimates contained in this MD&A have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for gold or other metals may render portions of our mineralization uneconomic and result in reduced reported mineralization. Any material reductions in mineralization estimates, or of the ability to extract mineralized material from our properties, could (directly or indirectly) have a material adverse effect on the Company's results of operations or financial condition.

Capital Costs, Operating Costs, Production and Economic Returns

Actual capital costs, operating costs, production and economic returns with respect to our properties may differ significantly from those we have anticipated and there are no assurances that any future development activities will result in profitable mining operations. The capital costs required to develop or take our projects into production may be significantly higher than anticipated. To the extent that such risks impact upon any such properties, there may be a material adverse effect on results of operations on such properties which may in turn have a material adverse effect on our financial condition.

Substantial Capital Requirements

The Company's management team anticipates that it may make substantial capital expenditures for the exploration and development of properties in the future. As the Company is in the exploration stage with no revenue being generated from the exploration activities on its mineral properties, the Company has limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company and any such financing may result in substantial dilution to existing shareholders. Moreover, future activities may require the Company to alter its capitalization significantly. The Company's inability to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

History of Net Losses

The Company hasn't received any revenue to date from activities on its properties, and there is no assurance that any of its properties will generate earnings, operate profitably or provide a return on investment in the future. The Company has not determined that production activity is warranted on any of its mineral properties. Even if the Company (alone or in conjunction with a third party) undertakes development and production activities on any of its mineral properties, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future. The Company is subject to all of the risks associated with new mining operations and business enterprises including, but not limited to:

- the timing and cost, which can be considerable, for the future construction of mining and processing facilities;
- the availability and costs of skilled labour, consultants, mining equipment and supplies;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to first obtain necessary environmental and other governmental approvals, licenses and permits, and the timing of those approvals, licenses and permits; and
- the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during construction, development, and mine start-up. In addition, delays in mineral production often occur. Accordingly, there are no assurances that the Company's activities will result in sustainable profitable mining operations or that the Company will successfully establish mining operations or profitably produce metals at any of its properties.

Global Financial Conditions

Global financial conditions have, at various times in the past and may, in the future, experience extreme volatility. Many industries, including the mining industry, are impacted by volatile market conditions. Global financial conditions may be subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fluctuations in fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and financial condition. Future economic shocks may be precipitated by a number of causes, including government debt levels, fluctuations in the price of oil and other commodities, volatility of metal prices, geopolitical instability, changes in laws or governments, war, terrorism, the volatility of currency exchanges inflation or deflation, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

Indigenous Peoples

Various international and national laws, codes, court decisions, resolutions, conventions, guidelines, and other materials relate to the rights of Indigenous peoples including the First Nations of Canada. The Company operates in areas presently or previously inhabited or used by Indigenous peoples including areas covered by treaties among the First Nations, the federal government and applicable provincial governments. Many of these materials impose obligations on government to respect the rights of Indigenous people. Some mandate that government consult with Indigenous people regarding government actions which may affect Indigenous people, including actions to approve or grant mining rights or exploration, development or production permits. The obligations of government and private parties under the various international and national materials pertaining to Indigenous people continue to evolve. Government policy and its implementation regarding Indigenous consultation (including the requirements that are imposed on industry) continue to change. In certain circumstances, Indigenous communities are entitled to be consulted prior to, and during, resource development. The consultation process and expectations of parties (government, Indigenous communities and industry proponents) involved can vary considerably from project to project, within stages of the project life and among Indigenous communities. There can be overlapping or inconsistent Indigenous or treaty claims respecting a project. These can contribute to process uncertainty, increased costs, delay in receiving required approvals, and potentially, an inability to secure the required approvals for a project, each of which could have a material adverse effect on the Company's business, operations, results of operations, financial condition and future prospects.

The Company's current and future exploration and development programs may be subject to a risk that one or more groups of Indigenous people may oppose development on any of its properties or on properties in which it holds a direct or indirect interest, even where the Company has entered into agreements with applicable Indigenous and non-Indigenous authorities. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities. Opposition by Indigenous people to the Company's operations may require modification of or preclude development of its projects or may require the Company to enter into agreements with or make payments to Indigenous people with respect to projects on such properties. Such agreements may result in significant costs to the Company or have a material adverse effect on the Company's business, financial condition and results of operations. Even where such agreements have been entered into, there can be no certainty that there will not be disagreements between the Company and groups or sub-groups of Indigenous persons which may result in project delays or have other material adverse effects on the Company.

Environmental Laws and Regulations

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that mines and exploration sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental Assessments of proposed projects carry a heightened degree of responsibility for companies and Directors, Officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. The Company cannot give any assurance that, notwithstanding its precautions and limited history of activities, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not result in additional costs or curtailment of planned activities and investments, which could have a material adverse effect on the Company's future cash flows, earnings, results of operations and financial condition. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Companies engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or any future production costs or require abandonment or delays in the development of new mining properties.

Companies engaged in the exploration and development of mineral properties may from time to time experience increased costs and delays in exploration and production as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. First Mining cannot give any assurance that, notwithstanding our precautions and limited history of activities, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not result in additional costs or curtailment of planned activities and investments, which could have a material and adverse effect on our future cash flows, earnings, results of operations and financial condition.

Title Risks

Title to mineral properties, as well as the location of boundaries on the ground may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mineral exploration or development activities. At all properties where the Company has current or planned exploration activities, it believes that it has either contractual, statutory, or common law rights to make such use of the surface as is reasonably necessary in connection with those activities.

The Company does not have title insurance with respect to any of its mining claims and the Company's ability to ensure that it has obtained secure claims to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of all of its claims; therefore, the precise area and location of such claims may be in doubt. In addition, all of the Company's mineral properties have had previous owners, and third parties may have valid claims (known or unknown) underlying our interests therein. Accordingly, the Company's properties may be subject to prior unregistered liens, agreements, royalties, transfers or claims, including First Nations land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to explore its properties as permitted or to enforce its rights with respect to its properties. An impairment to or defect in the Company's title to its properties could have a material adverse effect on its business, financial condition or results of operation.

Compliance with Laws

The Company's activities are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local First Nations populations. The costs associated with compliance with these laws and regulations can be substantial. Although the Company believes its activities are carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development, or cause additional expense, capital expenditures, restrictions or delays in the development of its properties. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on our business, operations and financial performance. Further, the mining licenses and permits issued in respect of our projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

The Company's mineral claims, licenses and permits are subject to periodic renewal and may only be renewed a limited number of times for a limited period of time. While the Company anticipates that renewals will be given as and when sought, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith. The Company's business objectives may also be impeded by the costs of holding and/or renewing the mineral claims, licenses and permits. In addition, the duration and success of efforts to obtain and renew mineral claims, licenses and permits are contingent upon many variables not within the Company's control.

Permitting

The Company's current and anticipated future operations, including further exploration, development activities and commencement of production on its properties, require licenses and permits from various governmental authorities. Our business requires many environmental, construction and mining permits, each of which can be time-consuming and costly to obtain, maintain and renew. In connection with our current and future operations, we must obtain and maintain a number of permits that impose strict conditions, requirements and obligations on the Company, including those relating to various environmental and health and safety matters. To obtain, maintain and renew certain permits, we are required to conduct environmental assessments pertaining to the potential impact of our operations on the environment and to take steps to avoid or mitigate those impacts. The Company cannot be certain that all licenses and permits that it may require for its operations will be obtainable on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that we have obtained, could have a material adverse impact on First Mining.

In February 2018, the Government of Canada released Bill C-69 to amend the current federal approval processes. It is uncertain when the new legislation will be brought into force and what types of projects may be affected by the proposed legislation. It is also uncertain whether any new approval process adopted by the federal government will result in a more efficient approval process. The lack of regulatory certainty is likely to have an influence on investment decisions for major projects. Even when projects are approved on a federal level, such projects often face further delays due to interference by provincial and municipal governments, as well as court challenges related to issues such as indigenous title, the government's duty to consult and accommodate indigenous peoples and the sufficiency of the relevant environmental review processes. Such political and legal opposition creates further uncertainty.

Climate Change

Climate change is an international concern and poses risks to issuers of both direct and indirect effects of physical climate changes and government policy including climate change legislation and treaties. Both types of risks could result in increased costs, and therefore decreased profitability of our operations. Governments at all levels may be moving towards enacting legislation to address climate change concerns, such as requirements to reduce emission levels and increase energy efficiency, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. Where legislation has already been enacted, such regulations may become more stringent, which may result in increased costs of compliance. There is no assurance that compliance with such regulations will not have an adverse effect on the Company's results of operations and financial condition. Furthermore, given the evolving nature of the debate related to climate change and resulting requirements, it is not possible to predict the impact on the Company's results of operations and financial condition.

Climate change may result in a number of physical impacts on our business, including an increasing frequency of extreme weather events (such as increased periods of snow and increased frequency and intensity of storms), water shortages and extreme temperatures, which have the potential to disrupt our exploration and development plans and may have other indirect impacts on our business, including transportation difficulties and supply disruptions. The Company's emergency plans for managing such extreme weather conditions may not be sufficient and extended disruptions could have adverse effects on our results of operations and financial condition.

Key Persons

The Company manages its business with a number of key personnel, including key contractors, the loss of a number of whom could have a material adverse effect on the Company. In addition, as its business develops and expands, the Company believes that its future success will depend greatly on our continued ability to attract and retain highly-skilled and qualified personnel and contractors. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of our management team and Board of Directors. The Company cannot be certain that key personnel will continue to be employed by it or that it will be able to attract and retain qualified personnel and contractors in the future. Failure to retain or attract key personnel could have a material adverse effect on the Company. The Company does not maintain "key person" insurance policies in respect of its key personnel.

QUALIFIED PERSONS

Dr. Christopher Osterman, P.Geo, Chief Operating Officer of First Mining, is a Qualified Person as defined by NI 43-101, and is responsible for the review and verification of the scientific and technical information in this MD&A.

SECURITIES OUTSTANDING

Authorized share capital: The Company can issue an unlimited number of common shares with no par value and an unlimited number of preferred shares with no par value. No preferred shares have been issued as at March 29, 2019.

The following table sets out all outstanding securities of the Company as of March 29, 2019.

	Number	Weighted Average Exercise Price	Expiry Date
Common shares – issued	558,316,916		
Stock options[1]	45,715,000	$0.57	March 30, 2020 – January 7, 2024
Warrants[2]	20,116,855	$0.99	April 2, 2019 – June 16, 2021
Common shares - fully diluted	**624,148,771**		

(1) Each stock option is exercisable for one common share of the Company.
(2) Each warrant is exercisable for one common share of the Company.

The Company has a number of escrow agreements which arose from past transactions and the initial formation of the Company:

- There were a total of 7,332,273 common shares of the Company held in escrow under the Escrow Value Security Agreement ("EVSA") dated March 30, 2015. Under this agreement, 10% of the shares were released immediately and 15% were released every six months thereafter with the final release being on March 30, 2018. As at December 31, 2018, there were nil common shares of the Company in the EVSA escrow (December 31, 2017 – 1,099,842).

- There were a total of 1,369,500 common shares of the Company held in escrow under the CPC Escrow Agreement ("CPC") dated August 2, 2005. On March 30, 2015, 10% of the common shares were released and 15% were released every six months thereafter with the final release being March 30, 2018. As at December 31, 2018, there were nil common shares of the Company in the CPC escrow (December 31, 2017 – 194,425).

- During the amalgamation of Tamaka on June 16, 2016, certain vendors deposited an aggregate of 29,658,290 First Mining shares received into escrow. Twenty percent of such escrowed shares were released from escrow on June 17, 2017, and an additional 20% will be released every six months thereafter, with the final tranche to be released on June 17, 2019. As at December 31, 2018 there were a total of 5,931,658 shares held in escrow as a result of the Tamaka transaction (December 31, 2017 – 17,794,974).

DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of its CEO and its CFO, have evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's CEO and CFO have concluded that, as of December 31, 2018, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management, with the participation of its CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in the SEC's rules and the rules of the Canadian Securities Administrators. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS as issued by the IASB. The Company's internal control over financial reporting includes policies and procedures that:

- address maintaining records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary for preparation of financial statements in accordance with IFRS;
- provide reasonable assurance that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's internal control over financial reporting may not prevent or detect all misstatements because of inherent limitations. Additionally, projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

The Company's management evaluated the effectiveness of our ICFR based upon the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on management's evaluation, our CEO and CFO concluded that our ICFR was effective and there were no material weaknesses as of December 31, 2018.
There has been no change in the Company's internal control over financial reporting during the year ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the CEO and CFO, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, may not prevent or detect all misstatements because of inherent limitations. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and may not be detected.

FORWARD-LOOKING INFORMATION

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of December 31, 2018. This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities regulations (collectively, "forward-looking statements"). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "forecast", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions) are not statements of historical fact and may be "forward-looking statements". These statements relate to future events or the Company's future performance, business prospects or opportunities. Forward-looking statements include, but are not limited to: statements regarding the advancement of the Company's mineral assets towards production; statements regarding the next stages of the metallurgical study or the environmental, permitting and indigenous consultation process at Springpole; statements regarding the Company's intentions and expectations regarding exploration, infrastructure and production potential of any of its mineral properties; statements relating to the Company's working capital, capital expenditures and ability and intentions to raise capital; statements regarding the potential effects of financing on the Company's capitalization, financial condition and operations; forecasts relating to mining, development and other activities at the Company's operations; forecasts relating to market developments and trends in global supply and demand for gold; statements relating to future global financial conditions and the potential effects on the Company; statements relating to future work on the Company's non-material properties; statements relating to the Company's mineral reserve and mineral resource estimates; statements regarding regulatory approval and permitting including, but not limited to, EA approval for the Springpole project and the expected timing of such EA approval; statements regarding the Company's compliance with laws and regulations including, but not limited to environmental laws and regulations; statements regarding Gainey's anticipated adherence to required payment and expenditure obligations pursuant to the Option Agreement; statements regarding improved efficiency as a result of building new access roads to mineral properties; statements regarding the Company's engagement with local stakeholders; statements regarding the Company's ability to enter into agreements with local stakeholders including, but not limited to, local Indigenous groups; statements regarding key personnel; statements regarding non-IFRS measures and changes in accounting standards; statements relating to the limitation of the Company's internal controls over financial reporting; and statements regarding the preparation or conduct of studies and reports and the expected timing of the commencement and completion of such studies and reports.

There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under the heading "Risk Factors" in the Company's Annual Information Form for the year ended December 31, 2018 and other continuous disclosure documents filed from time to time via SEDAR with the applicable Canadian securities regulators. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and the Company does not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by applicable laws. Actual results may differ materially from those expressed or implied by such forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.

The Company believes that the expectations reflected in any such forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included herein this MD&A should not be unduly relied upon.

CAUTIONARY NOTE TO U.S. INVESTORS REGARDING MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

This MD&A has been prepared in accordance with the requirements of Canadian securities laws, which differ in certain material respects from the disclosure requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") 2014 Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. These definitions differ from the definitions in the disclosure requirements promulgated by the United States Securities and Exchange Commission (the "**SEC**") and contained in SEC Industry Guide 7 ("**Industry Guide 7**"). Under Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report mineral reserves, the three-year historical average price is used in any mineral reserve or cash flow analysis to designate mineral reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "**mineral resource**", "**measured mineral resource**", "**indicated mineral resource**" and "**inferred mineral resource**" are defined under the 2014 CIM definition standards, and are required to be disclosed by NI 43-101. However, these terms are not defined under Industry Guide 7 and are not permitted to be used in reports and registration statements of United States companies filed with the SEC. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a mineral resource is permitted disclosure under Canadian regulations. In contrast, the SEC only permits U.S. companies to report mineralization that does not constitute "mineral reserves" by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this MD&A may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations of the SEC thereunder.

Exhibit 99.4

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Daniel W. Wilton, certify that:

1. I have reviewed this annual report on Form 40-F of First Mining Gold Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: April 1, 2019

/s/ Daniel W. Wilton
Daniel W. Wilton
Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.5

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Andrew Marshall, certify that:

1. I have reviewed this annual report on Form 40-F of First Mining Gold Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: April 1, 2019

/s/ Andrew Marshall

Andrew Marshall
Chief Financial Officer
(Principal Financial Officer and) Principal Accounting Officer

Exhibit 99.6

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Daniel W. Wilton, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the annual report on Form 40-F of First Mining Gold Corp. for the year ended December 31, 2018 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Form 40-F fairly presents, in all material respects, the financial condition and results of operations of First Mining Gold Corp.

Date: April 1, 2019

/s/ Daniel W. Wilton
Daniel W. Wilton
Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.7

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Andrew Marshall, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the annual report on Form 40-F of First Mining Gold Corp. for the year ended December 31, 2018 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Form 40-F fairly presents, in all material respects, the financial condition and results of operations of First Mining Gold Corp.

Date: April 1, 2019

/s/ Andrew Marshall
Andrew Marshall
Chief Financial Officer
(Principal Financial Officer and) Principal Accounting Officer

Exhibit 99.8

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Dr. Gilles Arseneau, Ph.D., P.Geo., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Dr. Gilles Arseneau, Ph.D., P.Geo.

Dr. Gilles Arseneau, Ph.D., P.Geo.
Associate Consultant (Geology)
SRK Consulting (Canada) Inc.

Exhibit 99.9

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Dr. Adrian Dance, Ph.D., P.Eng., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Dr. Adrian Dance, Ph.D., P.Eng.

Dr. Adrian Dance, Ph.D., P.Eng.
Principal Consultant (Metallurgy)
SRK Consulting (Canada) Inc.

Exhibit 99.10

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Victor Munoz, P.Eng., M.Eng., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Victor Munoz, P.Eng., M.Eng.

Victor Munoz, P.Eng., M.Eng.
Senior Consultant (Water Resources Engineering)
SRK Consulting (Canada) Inc.

Exhibit 99.11

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Grant Carlson, P.Eng., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Grant Carlson, P.Eng.

Grant Carlson, P.Eng.
Senior Consultant (Mining)
SRK Consulting (Canada) Inc.

Exhibit 99.12

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Neil Winkelmann, FAusIMM, of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Neil Winkelmann, FAusIMM

Neil Winkelmann, FAusIMM
Principal Consultant (Mining)
SRK Consulting (Canada) Inc.

Exhibit 99.13

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Bruce Andrew Murphy, P.Eng., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Bruce Andrew Murphy, P.Eng.

Bruce Andrew Murphy, P.Eng.
Principal Consultant (Geotechnical)
SRK Consulting (Canada) Inc.

Exhibit 99.14

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Michael Royle, M.App.Sci., P.Geo., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Michael Royle, M.App.Sci., P.Geo.

Michael Royle, M.App.Sci., P.Geo.
Principal Consultant (Hydrogeology)
SRK Consulting (Canada) Inc.

Exhibit 99.15

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Dr. Ewoud Maritz Rykaart, Ph.D., P.Eng., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Dr. EM Rykaart, Ph.D., P.Eng.

Dr. EM Rykaart, Ph.D., P.Eng.
Principal Consultant (Geotechnical Engineering)
SRK Consulting (Canada) Inc.

Exhibit 99.16

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Mark Liskowich, P.Geo., of SRK Consulting (Canada) Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Preliminary Economic Assessment Update for the Springpole Gold Project, Ontario, Canada"
dated October 16, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Mark Liskowich, P.Geo.

Mark Liskowich, P.Geo.
Principal Consultant (Environmental)
SRK Consulting (Canada) Inc.

Exhibit 99.17

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Todd McCracken, P.Geo., of WSP Canada Inc., hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

> **"Technical Report and Resource Estimation Update, Goldlund Gold Project, Sioux Lookout, ON", with an effective date of March 15, 2019 (the "Technical Report").**

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Todd McCracken, P.Geo.

Todd McCracken, P.Geo.
Manager – Mining
WSP Canada Inc.

Exhibit 99.18

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Mark Drabble, B.App.Sci (Geology), MAIG, MAusIMM, of Optiro Pty Limited, hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Technical Report on the Cameron Gold Deposit, Ontario, Canada", with an effective date of January 17, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Mark Drabble, B.App.Sci (Geology), MAIG, MAusIMM

Mark Drabble, B.App.Sci (Geology), MAIG, MAusIMM
Principal Consultant
Optiro Pty Limited

Exhibit 99.19

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Kahan Cervoj, B.App.Sci (Geology), MAIG, MAusIMM, of Optiro Pty Limited, hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"Technical Report on the Cameron Gold Deposit, Ontario, Canada", with an effective date of January 17, 2017 (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Kahan Cervoj, B.App.Sci (Geology), MAIG, MAusIMM
Kahan Cervoj, B.App.Sci (Geology), MAIG, MAusIMM
Principal Consultant
Optiro Pty Limited

Exhibit 99.20

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, B. Terrence Hennessey, P.Geo., of Micon International Limited, hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

> **"An Updated Mineral Resource Estimate For The Pickle Crow Property, Patricia Mining Division, Northwestern Ontario, Canada", dated June 15, 2018 (the "Technical Report").**

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ B. Terrence Hennessey, P.Geo.

B. Terrence Hennessey, P.Geo.
Micon International Limited

Exhibit 99.21

April 1, 2019

VIA EDGAR

United States Securities and Exchange Commission

Re: First Mining Gold Corp. (the "**Company**")
Annual Report on Form 40-F
Consent of Expert

This letter is provided in connection with the Company's Form 40-F annual report for the year ended December 31, 2018 (the "**Annual Report**") to be filed by the Company with the United States Securities and Exchange Commission (the "**SEC**"). The Annual Report incorporates by reference the Annual Information Form of the Company for the year ended December 31, 2018.

I, Michael P. Cullen, M.Sc., P.Geo., of Mercator Geological Services Limited, hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report:

"2015 Mineral Resource Estimate Technical Report for the Hope Brook Gold Project, Newfoundland and Labrador, Canada (the "Technical Report").

and to references to the Technical Report, or portions thereof, in the Annual Report and to the inclusion and incorporation by reference of the information derived from the Technical Report in the Annual Report.

Yours truly,

/s/ Michael P. Cullen, M.Sc., P.Geo.

Michael P. Cullen, M.Sc., P.Geo.
Mercator Geological Services Limited

Exhibit 99.22

Consent of Independent Auditor

We hereby consent to the incorporation by reference in this Annual Report on Form 40-F for the year ended December 31, 2018 of First Mining Gold Corp. of our report dated March 28, 2019, relating to the consolidated financial statements which appear in Exhibit 99.2, incorporated by reference in this Annual Report.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Professional Accountants

Vancouver, Canada
April 1, 2019

FIRST MINING GOLD CORP.

AUDIT COMMITTEE CHARTER

1. INTRODUCTION

(a) The audit committee (the "**Committee**") is appointed by the board of directors (the "**Board**") of First Mining Gold Corp. (the "**Company**") to be responsible for the oversight of the accounting and financial reporting process and financial statement audits of the Company.

(b) 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

(a) The Committee will be composed of three directors from the Board, a majority of whom will be independent (as defined in National Instrument 58-101 Disclosure of Corporate Governance Practices).

(b) All members of the Committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the Committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

3. RESPONSIBILITIES

The Committee has the responsibility to:

(i) review and report to the board of directors of the Company on the following before they are publicly disclosed:

(A) the financial statements and MD&A (management discussion and analysis) (as defined in *National Instrument 51-102 - Continuous Disclosure Obligations*) of the Company;

(B) the auditor's report, if any, prepared in relation to those financial statements,

(ii) review the Company's annual and interim earnings press releases before the Company publicly discloses this information;

(iii) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;

(iv) recommend to the board of directors:

(A) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(B) the compensation of the external auditor,

(v) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(vi) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established;

(vii) monitor the management of the principal risks that could impact the financial reporting of the Company;

(viii) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(ix) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor;

(x) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(xi) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings; and

(xii) review, and report to the Board on its concurrence with the disclosure required by Form 52-110F2 - Disclosure by Venture Issuers in any management information circular prepared by the Company.

4. AUTHORITY

(a) 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.

(b) The Committee has the authority to communicate directly with and to meet with the external auditor, without management involvement. This extends to requiring the external auditor to report directly to the Committee.

5. REPORTING

(a) 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

(a) This Charter was implemented by the Board on May 19, 2015.