

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (“**TML Shares**”) in the capital of Treasury Metals Inc. (“**Treasury Metals**”) and common share purchase warrants of Treasury Metals (“**TML Warrants**”) to purchase TML Shares.

Treasury Metals was incorporated under the laws of the Province of Ontario under the *Business Corporations Act* (Ontario). The head office of Treasury Metals is located at the Exchange Tower, 130 King Street West, Suite 3680, Box 99, Toronto, Ontario M5X 1B1.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Distribution was made through the Plan of Arrangement (as such terms are defined below) and did not take place through the facilities of any stock exchange or any other marketplace.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

First Mining Gold Corp. (“**First Mining**”) is a Canadian gold developer incorporated under the laws of British Columbia. First Mining’s head office is located at the following address: Suite 2070 - 1188 West Georgia Street, Vancouver, British Columbia, V6E 4A2.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Pursuant to a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Plan of Arrangement**”), on July 15, 2021, First Mining distributed 23,333,333 TML Shares and 11,666,666 TML Warrants (together, the “**Securities**”) to First Mining’s shareholders of record on July 14, 2021, on a pro rata basis, by way of a reduction in capital of the common shares of First Mining (the “**Distribution**”). Each TML Warrant is exercisable, on a cashless basis only, for one TML Share at an exercise price of \$1.50 per TML Share, and each TML Warrant has an expiry date of August 7, 2023.

Pursuant to a share purchase agreement dated June 3, 2020 among Treasury Metals and First Mining, Treasury Metals acquired all of the issued and outstanding shares of Tamaka Gold Corporation (the “**Transaction**”), a wholly-owned subsidiary of First Mining at the time and the indirect owner of the Goldlund Gold Project (the “**Goldlund Project**”),

from First Mining in exchange for, among other things, 130,000,000 TML Shares and 35,000,000 TML Warrants.

As a result of a 3:1 share consolidation which was undertaken by Treasury Metals and which became effective on August 11, 2020 (the “**Consolidation**”), the number of TML Shares held by First Mining immediately after the Consolidation was reduced to 43,333,332 TML Shares, and the number of TML Warrants held by First Mining was reduced to 11,666,666 TML Warrants. For more details about the Consolidation, please refer to the news releases of Treasury Metals dated August 5, 2020 and August 12, 2020.

In connection with the Transaction, First Mining agreed to use commercially reasonable efforts to distribute to First Mining’s shareholders, within twelve months of closing the Transaction, a portion of the TML Shares, and all of the TML Warrants, received by First Mining under the Transaction.

Prior to the Distribution, First Mining held 43,333,332 TML Shares (on a post-Consolidation basis), representing approximately 33.29% of the outstanding TML Shares on a non-diluted basis, and 11,666,666 TML Warrants (on a post-Consolidation basis). Assuming the full exercise of the TML Warrants held by First Mining, an aggregate of 54,999,998 TML Shares would have been owned by First Mining, which would have represented approximately 42.25% of the outstanding TML Shares.

As a result of the Distribution, First Mining’s ownership interest in Treasury Metals decreased to 19,999,999 TML Shares, representing approximately 15.36% of the outstanding TML Shares on a non-diluted basis, based on the number of TML Shares issued and outstanding immediately following the completion of the Distribution. First Mining does not hold any TML Warrants following the Distribution.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Reference is made to Item 2.2.

Prior to the Distribution, First Mining held 43,333,332 TML Shares (on a post-Consolidation basis), representing approximately 33.29% of the outstanding TML Shares on a non-diluted basis, and 11,666,666 TML Warrants (on a post-Consolidation basis). Assuming the full exercise of the TML Warrants held by First Mining, an aggregate of 54,999,998 TML Shares would have been owned by First Mining, which would have represented approximately 42.25% of the outstanding TML Shares.

As a result of the Distribution, First Mining’s ownership interest in Treasury Metals decreased to 19,999,999 TML Shares, representing approximately 15.36% of the outstanding TML Shares on a non-diluted basis, based on the number of TML Shares issued and outstanding immediately following the completion of the Distribution. First Mining does not hold any TML Warrants following the Distribution.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

First Mining disposed of its ownership of, and ceased to have control over, the Securities.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Reference is made to Items 2.2 and 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

Reference is made to Items 2.2 and 3.1.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Not applicable.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Reference is made to Item 2.2.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

First Mining's decision to complete the Distribution was made as part of the terms of the Investor Rights Agreement (as defined below) in connection with the closing of the Transaction.

First Mining believes that the Distribution will provide a number of benefits to its shareholders, including: (i) allowing its shareholders to directly benefit from the value-enhancing Transaction, by returning value to such shareholders through the Distribution to them of TML Shares and TML Warrants; and (ii) providing its shareholders with the opportunity to participate in the future success of the Goldlund Project by becoming direct shareholders of Treasury Metals.

First Mining will continue to review its investment alternatives from time to time and may determine to increase or decrease its equity ownership in Treasury Metals through the acquisition or sale of additional outstanding TML Shares or other securities of Treasury Metals, either through open market or privately negotiated transactions in accordance with applicable securities laws.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Pursuant to the Plan of Arrangement, First Mining has distributed the Securities to First Mining's shareholders on a pro rata basis, by way of a reduction in capital of the common shares of First Mining.

Pursuant to the terms of an investor rights agreement dated August 7, 2020 (the “**Investor Rights Agreement**”), the board of directors of Treasury Metals (the “**TML Board**”) was expanded to seven members, with First Mining having the right to nominate a total of three directors to the TML Board until the later of (1) the next meeting of shareholders of Treasury Metals at which directors are to be elected (the “**Meeting**”), and (2) the earlier of (i) the date of the Distribution, and (ii) the date that is 12 months from the closing date of the Transaction. If at any time after closing First Mining holds between 10% and 19.9% of the issued and outstanding TML Shares, First Mining will have the right to nominate two directors to the TML Board at any Meeting. If First Mining’s share ownership in Treasury Metals is reduced to between 5.0% and 9.9% of the issued and outstanding TML Shares, First Mining will have the right to nominate one director to the TML Board at any Meeting.

Following the Distribution, First Mining holds 15.36% of the issued and outstanding TML Shares and, as a result, will have the right to nominate two directors to the TML Board at any Meeting.

In addition, Treasury Metals constituted a technical committee following closing of the Transaction, with the committee overseeing the combination and development of the Goldlund Project and Treasury Metals’ Goliath Gold Project. The technical committee will consist of four members, with First Mining initially entitled to appoint two members of the committee. After closing, as long as First Mining holds more than 19.9% of the issued and outstanding TML Shares, it will continue to have the right to appoint two members of the technical committee. If at any time after closing the Transaction, First Mining’s ownership is reduced to between 10.0% and 19.9% of the issued and outstanding TML Shares, First Mining will have the right to appoint one member of the technical committee.

Following the Distribution, First Mining holds 15.36% of the issued and outstanding TML Shares and, as a result, will have the right to appoint one member of the technical committee.

The foregoing descriptions of certain terms of the Plan of Arrangement and the Investor Rights Agreement do not purport to be complete and are qualified in their entirety by reference to the full texts of the Plan of Arrangement and the Investor Rights Agreement filed by First Mining under its profile at www.sedar.com.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

Certificate

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 15th day of July, 2021.

FIRST MINING GOLD CORP.

By: (signed) “Samir Patel”
Name: Samir Patel
Title: General Counsel & Corporate Secretary