<u>NOTICE</u>

Change in Corporate Structure

Pursuant to Section 4.9 of National Instrument 51-102

1. Names of parties to the transaction:

First Mining Finance Corp. ("**First Mining**") and Gold Canyon Resources Inc. ("**Gold Canyon**").

2. Description of the transaction:

On November 13**,** 2015, First Mining acquired all of the issued and outstanding common shares of Gold Canyon by way of a court-approved plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (British Columbia). Pursuant to the Arrangement, Gold Canyon became a wholly owned subsidiary of First Mining and each Gold Canyon shareholder received, in respect of each common share of Gold Canyon held, one common share of First Mining. Gold Canyon shareholders also received, in respect of each common share of Gold Canyon held, 0.03333 of a common share of Irving Resources Inc. ("**New Gold Canyon**"), a company newly incorporated by Gold Canyon for the purposes of the Arrangement. Outstanding Gold Canyon share purchase warrants and Gold Canyon options were exchanged for First Mining share purchase warrants and First Mining options, respectively, on the same terms and conditions as the Gold Canyon share purchase warrants and Gold Canyon options for which they were exchanged. Holders of unexercised Gold Canyon share purchase warrants additionally received one warrant of New Gold Canyon entitling the holder to purchase 0.03333 common shares of New Gold Canyon, with the exercise prices of the newly issued warrants being equal to an adjusted exercise price based on the New Gold Canyon exchange ratio.

3. Effective date of the transaction:

November 13, 2015

4. Names of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity:

As a result of the Arrangement, First Mining will become a reporting issuer in Saskatchewan, Manitoba, , New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador and will continue to be a reporting issuer in British Columbia, Alberta and Ontario. First Mining's common shares will continue to be listed on the TSX Venture Exchange.

Gold Canyon intends to voluntarily surrender its reporting issuer status in British and to apply for an order deeming Gold Canyon to have ceased being a reporting issuer in Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. Upon receipt of such order, Gold Canyon will no longer be a reporting issuer in any jurisdiction.

5. Date of the reporting issuer's first financial year-end after the transaction if Section 4.9(a) or 4.9(b)(ii) of National Instrument 51-102 applies:

December 31, 2015

6. The periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction if Section 4.9(a) or 4.9(b)(ii) of National Instrument 51-102 applies:

Period	**Comparative Period**
December 31, 2015	December 31, 2014
March 30, 2016	March 30, 2015
June 30, 2016	June 30, 2015
September 30, 2016	September 30, 2015
December 31, 2016	December 31, 2015

7. The documents that were filed under National Instrument 51-102 that described the transaction and where those documents can be found in electronic format if Section 4.9(a) or 4.9(b)(ii) of National Instrument 51-102 applies:

A material change report filed under Section 7.1 of NI 51-102 describing the transaction can be found under First Mining's and Gold Canyon's respective SEDAR profiles. In addition, the information circular mailed to Gold Canyon's shareholders can be found under Gold Canyon's SEDAR profile.

Dated: November 19, 2015.