

AUDIT COMMITTEE CHARTER
FOR
FIRSTGOLD CORP.
ADOPTED: January 5, 2007

I. AUDIT COMMITTEE PURPOSE

1.1. The Audit Committee of Firstgold Corp. (the “Company”) is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities.

1.2. The Audit Committee's primary purpose is to:

- Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.
- Monitor the qualifications, independence and performance of the Company's independent auditor (“Independent Auditor”).
- Monitor the Company’s compliance with certain legal and regulatory requirements.
- Provide an avenue of communication among the Independent Auditor, management and the Board of Directors.

1.3. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the Independent Auditors as well as anyone in the Company. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. AUDIT COMMITTEE COMPOSITION

2.1. Audit Committee members shall meet the requirements of the National Association of Securities Dealers (NASD). The Audit Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent non-executive directors, free from any relationship that, in the opinion of the Board, interfere with the exercise of his or her independent judgment.

2.2. All members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements.

2.3. The Board shall determine whether at least one member of the Committee qualifies as an “audit committee financial expert” in compliance with criteria established by the SEC and other relevant regulations. The existence of such member, including his or her name

and whether he or she is independent, shall be disclosed in periodic filings as required by the SEC.

2.4. Audit Committee members shall be appointed by the Board and the Audit Committee shall regularly report to the Board. If an Audit Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

III. AUDIT COMMITTEE MEETINGS

3.1. The Audit Committee shall meet as often as it determines necessary but not less frequently than quarterly each fiscal year.

3.2. The Committee should meet privately in executive session at least annually with management and the Independent Auditor, and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed. In addition, the Committee, or at least its Chair, should communicate with management and the Independent Auditor quarterly to review the Company's financial statements and significant findings based upon the auditors limited review procedures.

3.3. The Audit Committee may request that members of management, any employee of the Company, the Company's outside counsel and/or the Company's Independent Auditor be present at meetings as needed.

3.4. Minutes of each meeting will be kept and distributed to the entire Board.

AUDIT COMMITTEE RESPONSIBILITIES AND DUTIES

IV. FINANCIAL REPORTING AND DISCLOSURE

4.1. Review the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to filing or distribution, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-KSB. Review should include discussion with management and the Independent Auditor of significant issues regarding accounting principles, practices, and judgments.

4.2. In consultation with management and the Independent Auditors, the Committee will consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the Independent Auditor together with management's responses.

4.3. Review with financial management and the Independent Auditor the Company's quarterly financial results prior to the release of earnings and/or the Company's quarterly financial statements prior to filing or distribution of its Form 10-QSB. Discuss any significant changes to the Company's accounting principles or procedures.

4.4. Review and discuss with management and the Independent Auditor the certifications of the Company's chief executive officer and chief financial officer about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls, as required by the Sarbanes-Oxley Act of 2002 (Sections 302 and 906), and the relevant reports rendered by the Independent Auditor.

4.5. Review and discuss quarterly reports from the Independent Auditor on:

(a) all critical accounting policies and practices used or to be used.

(b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor.

(c) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences.

4.6. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

4.7. Review with management, corporate counsel and the Independent Auditor the status of legal matters, including the significance of such matters on the Company's financial statements, and the adequacy of disclosures regarding such matters in the Company's financial statements and SEC filings.

4.8. Review with management and the Independent Auditor all related party transactions and determine that all required disclosures are included in the Company's annual report on Form 10-KSB or annual proxy statement.

V. GENERAL PRINCIPLES AS TO INDEPENDENT AUDITORS

5.1. The following principles shall apply with respect to the Audit Committee and the Company's Independent Auditor:

(a) The Audit Committee shall have the sole and direct authority to engage, appoint, evaluate, compensate or replace the Independent Auditor.

(b) The Independent Auditor is ultimately accountable to the Audit Committee and the Board of Directors. The Audit Committee shall be directly responsible for the oversight of the work of the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or other services for the Company. The Independent Auditor shall report directly to the Audit Committee.

(c) The Audit Committee shall review the independence and performance of the Independent Auditor and annually recommend to the Board of Directors the appointment of the independent auditor or approve any discharge of the Independent Auditor when circumstances warrant.

(d) Review and pre-approve both audit and non-audit services to be provided by the Independent Auditor (other than with respect to non-significant exceptions permitted by the Securities Exchange Act of 1934 (the "Exchange Act") in accordance with the Company's pre-approval policy.

(e) Prior to releasing the year-end earnings, discuss the results of the audit with the Independent Auditors. Discuss certain matters required to be communicated to audit committees in accordance with AICPA Statement on Auditing Standards No. 61.

(f) Consider the Independent Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

5.2. The Committee shall obtain and review an annual report from the Independent Auditor describing:

(a) the Independent Auditor's internal quality-control procedures;

(b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm;

(c) any steps taken to deal with any such issues; and

(d) any matters described in reports filed by the Independent Auditor with the Public Company Accounting Oversight Board.

5.3. The Independent Auditor shall report to the Committee:

(a) all critical accounting practices and policies to be used;

(b) all alternative accounting treatments; and

(c) other written communications with management, such as the management letter provided by the Independent Auditor and the Company's response to that letter as well as any schedule of unadjusted audit differences.

5.4. The Committee shall undertake the following with respect to the Independent Auditor's independence:

(a) Ensure that the Independent Auditor submits annually, a formal written statement including the written disclosures required by Independence Standards Board Standard No. 1 delineating all relationships between the Independent Auditor and the Company.

(b) Actively engage in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditor.

(c) Consider whether the provision of non-audit services by the Independent Auditor is compatible with maintaining the independence of the Independent Auditor.

VI. AUDITS/INTERNAL CONTROLS

6.1. Review the Independent Auditor's audit plan, discuss scope, staffing, locations, reliance upon management, and internal audit and general audit approach.

6.2. The Audit Committee shall discuss with management and the Independent Auditor:

(a) The adequacy of the Company's internal accounting controls and the financial reporting process.

(b) The status of internal control recommendations made by the Independent Auditor.

(c) The certifications of the Company's annual and quarterly financial statements required to be made by the Company's CEO and CFO and the procedures performed to support those certifications.

(d) Assurance that Section 10A(b) of the Exchange Act has not been implicated.

6.3. The Committee shall periodically receive reports from and discuss with the Company's General Counsel the adequacy of the policies and practices of the Company related to compliance with key regulatory requirements, conflicts of interest and ethical conduct.

6.4. Review with the Independent Auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, any difficulties encountered in the course of the audit, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

VII. OTHER AUDIT COMMITTEE RESPONSIBILITIES

7.1. The Committee shall periodically receive reports from and discuss with the Company's General Counsel any material government investigations, litigation or legal matters.

7.2. The Committee shall:

(a) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

(b) Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

(c) Submit the Charter for publication at least every three years in accordance with SEC regulations.

7.3. The Committee shall discuss and preview with management earnings press releases, financial information and earnings guidance (including the use of non-GAAP financial measures) provided to analysts and rating agencies prior to their release.

7.4. The Committee shall discuss with management Company policies with respect to risk assessment and risk management, including major financial risk exposures and the steps management has taken to monitor and control such exposures.

7.5. The Committee shall report to the full Board of Directors all significant items discussed at any Committee meeting.

7.6. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

VIII SCOPE OF RESPONSIBILITIES

8.1. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the Independent Auditor. Nor is it the duty of the Committee to conduct investigations or to assure compliance with laws and regulations and the Company's Code of Conduct.

8.2. The Committee shall have such additional responsibilities related to financial matters of the Company as the Board may, from time to time, assign to the Committee.