



## **BOARD DIVERSITY POLICY**

K92 Mining Inc. (the “**Company**”) values the benefits that diversity can bring to its board of directors (the “**Board**”). Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think and improves oversight, decision-making and governance. Diversity on the Board also demonstrates the Company’s commitment to diversity at all levels within the Company.

The Company is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

At all times, the Company seeks to maintain a Board comprising talented and dedicated directors with a diverse mix of experience, skills and backgrounds, collectively reflecting the strategic needs of the business and the nature of the environment in which the Company operates. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Company will consider candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. For purposes of this policy, diversity includes business experience, geography, age, gender, visible minorities, Aboriginal peoples, people with disabilities, sexual orientation and other characteristics.

The Board is required to report annually to shareholders on the diversity of its members, including the number and percentage of women directors.

With a view to enhancing Board diversity, the Board has adopted the following practices:

- When recruiting new candidates for director, search protocols will extend beyond the networks of existing Board members and will include the identification of a reasonable proportion of candidates who are women.
- Any search firm engaged to help identify candidates for appointment to the Board will be specifically directed to include women candidates.
- If the Board maintains an ongoing list of potential director candidates, the Board will ensure the list includes woman candidates.

The Company seeks to maintain a Board in which at least 25% of the Board are women until its annual meeting in 2022 and thereafter maintain a Board in which at least 30% of the Board are women.

The Board seeks to maintain and will consider diversity in membership, chair and leadership roles of its Committees and Board.

At least annually, the Board or a committee of the Board will review this policy and assess its effectiveness in promoting a diverse Board and the progress of the Company in achieving objectives set out in this policy.

**Approved by the Board on March 26, 2021.**