

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS**

MEETING INFORMATION

WHEN:

Thursday, June 29, 2023
2:00 pm (Pacific Time)

WHERE:

Suite 580, 1090 West Georgia Street, Vancouver, BC, V6E 3V7

and online at <https://virtual-meetings.tsxtrust.com/1467>
Meeting Password: **k922023**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **K92 MINING INC.** (the “**Company**” or “**K92**”) will be held in a virtual only format.

At the Meeting, Shareholders will be asked to:

1. receive the audited consolidated financial statements of the Company together with the auditor’s report thereon for the year ended on December 31, 2022;
2. set the number of directors for the ensuing year at seven (7);
3. elect the seven director nominees to serve on the Company’s Board;
4. appoint the PricewaterhouseCoopers as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. consider and, if deemed appropriate, approve a an ordinary resolution of disinterested shareholders to approve and adopt the Company’s Amended Share Compensation Plan;
6. approve a non-binding advisory resolution to accept the Company’s approach to executive compensation; and
7. transact any other business which may properly come before the Meeting or at any adjournment or postponement thereof.

WHO IS ELIGIBLE TO VOTE?

If you were a Shareholder on **May 19, 2023**, you are entitled to receive notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

Accompanying this Notice are: a virtual meeting guide, an Information Circular, a form of Proxy or Voting Instruction Form containing voting instructions from your broker, and a voluntary Mailing List Return Card.

We value your opinion and participation in the Meeting as a shareholder of K92. Please review the accompanying Information Circular before voting as it contains important information about the Meeting. It is important that you exercise your vote, either virtually at the Meeting, on the internet, or by mail, by completing and returning the enclosed Proxy or Voting Instruction Form.

Please note that the Company is not utilizing the notice-and-access mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial shareholders.

VOTING DEADLINE

To be eligible for voting at the Meeting, the form of Proxy or VIF must be returned to or deposited with TSX Trust **no later than 2:00 p.m. (Pacific time) on June 27, 2023**, or if the Meeting is adjourned or postponed, at least 48 business hours (where "business hours" means hours on days other than a Saturday, Sunday or any other holiday in British Columbia) before the time on the date to which the Meeting is adjourned or postponed.

HOW TO VOTE

If you are a Registered Shareholder of the Company who wishes to vote and are unable to attend the Meeting, you must complete, date and sign the accompanying form of proxy and deliver it to the Company's transfer agent, TSX Trust Company ("TSX Trust"), by any of the methods below:

Internet: www.voteproxyonline.com

Mail: TSX Trust Company, Suite 301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1

Fax: +1 (416) 595-9593

If applicable, please include the **12-digit control number** found on the front of your Proxy.

If you are a Non-Registered Shareholder (as defined in the accompanying Information Circular), please follow the instructions contained in any voting instruction form provided to you by your broker, investment dealer or other intermediary. If you received a Voting Instruction Form ("**VIF**"), you are a Non-Registered Shareholder that holds your common shares through a broker, investment dealer or other intermediary and must provide your instructions as specified in the VIF in sufficient time prior to the proxy deadline.

A Shareholder who wishes to appoint a person other than the management nominees identified on the Proxy or VIF (including a Beneficial Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Information Circular and on their Proxy or VIF. These instructions include the additional step of registering such proxy holder with our transfer agent, TSX Trust, after submitting their Proxy or VIF. In order to register a proxyholder, whether yourself or a third party, shareholders **MUST** email TSX Trust at tmxeinvestorservices@tmx.com with their proxyholder's contact information, so that TSX Trust may provide the proxyholder with a Control Number via email. **Failure to register the proxy holder with TSX Trust will result in the proxy holder not being able to participate in voting the Meeting and only being able to attend as a guest.**

Copies of this Notice of Meeting, the Information Circular, the Proxy and the annual financial statements are posted on the Company's website at www.K92mining.com and are filed under the Company's profile at www.sedar.com.

Dated at Vancouver, British Columbia this 19th day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"John Lewins"

John Lewins
Chief Executive Officer and Director

If you have any questions or need assistance completing your form of proxy or voting instruction form, please contact Laurel Hill Advisory Group:

Telephone:

1-877-452-7184 toll-free in North America
+1-416-304-0211 outside of North America

Email: assistance@laurelhill.com

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES TODAY.