

1. Purpose

The purpose of the Health and Safety Committee (the “**H&S Committee**”) is to assist the board of directors (the “**Board**”) of K92 Mining Inc. (the “**Company**”) in fulfilling its oversight responsibilities by monitoring and reviewing health and safety performance, and recommending for Board approval policies and management systems with respect to health and safety and related matters affecting the Company.

The H&S Committee will assist the Board in fulfilling its responsibilities relating to oversight and assessment of:

- a) The Company’s health and safety policies, management systems, risk controls, practices, goals and targets.
- b) The Company’s performance with respect to health and safety, with a view to identifying areas of weakness and recommending improvements where appropriate.
- c) The Company’s awareness of changes to health and safety laws and best practices that may impact the Company and its operations.
- d) Compliance with applicable health and safety laws, regulations and policies.

2. Composition and Operation

- 2.1 The H&S Committee shall be composed of not fewer than three directors, the majority of whom shall be “independent” directors, as defined in Canadian Securities Administrators’ National Instrument 52-110 *Audit Committees*.
- 2.2 The H&S Committee members shall be appointed by the Board annually at the time of each annual meeting of shareholders and shall hold office until the next annual meeting or until they cease to be directors or H&S Committee members. The Board may at any time remove or replace any member of the H&S Committee and may fill any vacancy with another Board member, as required. In appointing members of the H&S Committee, the Board will consider breadth of environmental, social, and governance (“ESG”) experience and knowledge.
- 2.3 If and whenever a vacancy shall exist, the remaining members of the H&S Committee may exercise all of its powers and responsibilities until the vacancy is filled.
- 2.4 A majority of members shall constitute a quorum for meetings of the H&S Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to speak and hear one another. Each member will have one vote and decisions of the H&S Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes.

- 2.5 The H&S Committee may also act by unanimous written consent of its members. A resolution approved in writing by all the members of the H&S Committee shall be valid and effective as if it had been passed at a duly called meeting.
- 2.6 The H&S Committee will meet at least four times each fiscal year, on such dates as may be determined by the H&S Committee, and shall conduct additional meetings as it considers necessary or advisable from time to time. The H&S Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board on its proceedings.
- 2.7 The H&S Committee may invite such officers, directors and employees of the Company and its subsidiaries or such other persons as it considers necessary or advisable, from time to time, to attend meetings of the H&S Committee.

3. Chair of the H&S Committee

- 3.1 The Chair of the H&S Committee shall be an “independent” director as such term is defined by National Instrument 52-110 – *Audit Committees*.
- 3.2 The Chair of the H&S Committee is responsible for overseeing the H&S Committee in its responsibilities. The Board, or if the Board fails to do so, the H&S Committee members, shall appoint a Chair from among the members of the H&S Committee. If the Chair of the H&S Committee is not present at any meeting of the H&S Committee, an acting Chair for the meeting shall be chosen by majority vote of the H&S Committee from among the members present.
- 3.3 The Chair’s duties and responsibilities are set out in the position description for Committee Chairs and include:
- a) presiding at each meeting of the H&S Committee;
 - b) setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the H&S Committee;
 - c) circulating the agenda for each upcoming meeting of the H&S Committee to each member of the H&S Committee in advance of such meeting;
 - d) leading the H&S Committee in discharging each of the tasks assigned to it under the Charter; and
 - e) reporting to the full Board on the activities of the H&S Committee.

4. Responsibilities and Duties

To fulfill its responsibilities with respect to the health and safety oversight, the Committee shall have the duties and responsibilities set out below as well as any other duties that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations.

The H&S Committee shall:

- 4.1 Periodically review and recommend to the Board, as appropriate, changes to the health and safety policies and management systems.

- 4.2 Review safety audit plan and monitor, at least annually, the status of compliance with the Company policies and applicable laws and regulations.
- 4.3 Review regular management health and safety performance summaries and monitor any outstanding performance or non-compliance issues.
- 4.4 Receive and review, as soon as practicable, reports from management on any material health or safety incident required to be reported externally, which reports shall include a description of the root causes of the incident and remedial actions being taken.
- 4.5 Report periodically to the Board on health and safety issues affecting the Company.

5. Authority and Access to Information

- 5.1 The H&S Committee may require officers and employees of the Company to produce such information and reports as the H&S Committee may deem appropriate in order for it to fulfill its duties. Supporting schedules and information reviewed by the H&S Committee shall be available for examination by any director of the Board.
- 5.2 The H&S Committee has the authority to:
 - a) form and delegate all or a portion of its duties and authority to sub-committees or individuals when appropriate;
 - b) communicate directly with officers, employees, consultants of the Company, and legal counsel, and to request such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities;
 - c) engage and direct independent consultants, independent counsel, and other advisors as it determines necessary or advisable to carry out its duties; and
 - d) set and pay the compensation for advisors employed by the H&S Committee.

5.2 The H&S Committee shall also have such other powers and duties as are delegated to it by the Board.

6. Annual Reviews

- 6.1 This Charter shall be reviewed and assessed annually in consultation with the Nominating and Corporate Governance H&S Committee, and any proposed changes will be recommended to the Board for approval taking into account any applicable legislative and regulatory requirements and best practice guidelines.
- 6.2 The H&S Committee will review its own performance annually in accordance with a process developed by the Nominating and Corporate Governance H&S Committee, and make any recommendations to the Board.

Approved by the Health and Safety Committee on July 10, 2023.

Approved and implemented by the Board on May 20, 2016.

Update approved by the Board on July 10, 2023.