

You are receiving this notification because **K92 Mining Inc.** (“**K92**”) has decided to use the Notice and Access model for the delivery of meeting materials to its **holders of common shares** (“**Shareholders**”) for its Annual General Meeting of Shareholders to be held on **June 10, 2025** (the “**Meeting**”). Under Notice and Access provisions, instead of receiving paper copies of the Company’s notice of annual meeting and management information circular (together, the “**Information Circular**”), shareholders are receiving this Notice and Access Notification with information on how to access the Information Circular electronically. Digital copies of the Information Circular and the form of proxy for the Meeting (collectively, the “**Proxy Materials**”) will be posted online, together with a copy of this notification. Shareholders are also receiving a paper copy of the form of proxy (“**Form of Proxy**”) or Voting Instruction Form (“**VIF**”), as applicable, enabling them to vote by proxy in advance of the Meeting. This method of delivery is an environmentally responsible, cost-effective way to deliver Proxy Materials to K92 shareholders.

MEETING INFORMATION

WHEN:

Tuesday, **June 10, 2025**
12:00 pm (Pacific Time)

WHERE: In Person and Virtually

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

Online at: <https://virtual-meetings.tsxtrust.com/en/1814>
Meeting Password: **k922025**

BUSINESS OF THE MEETING

At the Meeting, Shareholders as of the Record Date of **April 23, 2025** will be asked to receive the audited consolidated financial statements of the Company together with the auditor’s report thereon for the year ended December 31, 2024. Shareholders will also vote on the following resolutions:

1. **APPOINTMENT OF AUDITOR:** Appoint PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year and authorize the directors to fix the auditor’s remuneration. See the section entitled **Appointment of Auditor and Authorizing Auditor Remuneration** on page 19 of the Information Circular.
2. **NUMBER OF DIRECTORS:** To set the number of Directors at six (6). See the section entitled **Number of Directors** on page 19 of the Information Circular.
3. **ELECTION OF DIRECTORS:** To elect the six director nominees to serve on the Company’s Board of Directors. See the section entitled **Election of Directors** on page 20 of the Information Circular.
4. **SAY ON PAY:** Approve a non-binding advisory resolution to accept the Company’s approach to executive compensation. See the section entitled **Advisory Resolution on Executive Compensation** on page 21 of the Information Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

HOW TO RECEIVE THE PROXY MATERIALS BY WEBSITE

The Meeting Materials are available for download on K92’s website at <https://k92mining.com/investors/agm-materials/>, or through TSX Trust <https://docs.tsxtrust.com/2470>, or under the Company’s profile on SEDAR+ at www.sedarplus.ca, or by scanning the QR code below.



HOW TO OBTAIN A PAPER COPY OF THE INFORMATION CIRCULAR

Any Shareholder may request a paper copy of the Information Circular be mailed to them at no cost by contacting:

- TSX Trust by email to tsxtis@tmx.com, toll-free to **1-866-600-5869**, or **+1-416-342-1091**; or
- the Company at info@k92mining.com, Suite 488 - 1090 West Georgia Street Vancouver, BC V6E 3V7, or by telephone at **+1-604-416-4445**.

Paper copies of the proxy-related materials must be requested as soon as possible, but no later than **May 30, 2025** 2025, in order to receive the Information Circular in advance of the proxy deposit date and Meeting. The Information Circular will be sent to Shareholders who request it within three business days of their request if the request is made before the Meeting. Non-Registered Shareholders holding shares of the Company beneficially through an intermediary with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification.

After the Meeting, shareholders may obtain paper copies of the Information Circular free of charge by contacting the Corporate Secretary of the Company at info@k92mining.com. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.




HOW TO VOTE

Proxies must be received by 12:00 pm (Pacific Time) on June 6, 2025 to be eligible

Considering the possible Canada Post labour strike, the Company encourages Shareholders to vote using the internet, telephone, or fax numbers shown in the Information Circular to ensure their vote is received by the proxy voting deadline.

There are several ways to vote. For details, refer to instructions beginning on **page 10 of the Information Circular**.

Beneficial (Non-Registered) Shareholders should return their voting instructions (proxies) using the methods set out on their VIF or business reply envelope, at least one business day before the proxy deposit date noted on your Voting Instruction Form.

	REGISTERED SHAREHOLDERS	NON-REGISTERED SHAREHOLDERS
	<i>Shares held in your own name, represented by a physical certificate or DRS.</i>	<i>Shares held with a broker, bank, or other institution.</i>
	www.voteproxyonline.com	www.proxyvote.com
	Fax to TSX Trust at +1-416-595-9593	Call or fax to the number listed on your Voting Instruction Form (VIF).
	Return the Form of Proxy in the postage-page envelope provided by mail.	Return the Voting Instruction Form in the postage-paid envelope provided by mail.

QUESTIONS

If you have any questions regarding Notice and Access or require assistance in either obtaining proxy materials or in voting your shares, please contact K92's shareholder communications advisor:



LAUREL HILL ADVISORY GROUP
Inside North America, call toll-free | 1-877-452-7184
Outside North America, call collect | 1-416-304-0211
Email | assistance@laurelhill.com