



K92 MINING INC.
NOTICE
OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on JULY 10, 2019

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 at, Suite 580 – 1090 West Georgia Street in Vancouver, British Columbia, Canada, on **Wednesday, July 10, 2019 at 10:00 am** (Pacific Time) for the following purposes:

1. to set the number of directors for the ensuing year at six (6);
2. to elect the directors of the Company, to serve until the next annual general meeting of the shareholders or until their successors are elected or appointed;
3. to appoint the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditor;
4. to consider and, if thought advisable, to approve an ordinary resolution of the Company to approve the stock option plan of the Company, as more particularly described in the accompanying Information Circular;
5. to receive the consolidated financial statements of the Company for the year ended on December 31, 2018, together with the report of the Company's auditor thereon; and
6. to transact any other business which may properly come before the Meeting or at any adjournment or postponement thereof.

The Board of Directors has fixed **June 5, 2019 as the record date** for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

If you are a Registered Shareholder of the Company who wishes to vote and are unable to attend the Meeting in person, 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 either of the methods below:

Internet - www.voteproxyonline.com

Mail -

TSX Trust Company
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. To be eligible for voting at the Meeting, the form of proxy must be returned to or deposited with TSX Trust no

later than 10:00 a.m. (Pacific time) on July 8, 2019, 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.

If you are a **Beneficial 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.

The Company reserves the right to accept late proxies and to waive the proxy cut-off, with or without notice, but is under no obligation to accept or reject any particular late proxy. If you received a voting instruction form, you are a Beneficial Shareholder that holds your common shares through a broker, investment dealer or other intermediary and must provide your instructions as specified in the voting instruction form in sufficient time for the broker, investment dealer or other intermediary to act on them prior to the proxy deadline.

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.

Accompanying this Notice are: 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 in person at the Meeting, by telephone, on the internet, by mail, or by completing and returning the enclosed proxy or voting instruction form.

Dated at Vancouver, British Columbia this 5th day of June, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
K92 MINING INC.**

"John D. Lewins"

John D. Lewins
Chief Executive Officer and Director