("K92" or "the Company")

FORM 51-102F1

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023

Introduction

This Management's Discussion and Analysis ("**MD&A**") of K92 Mining Inc. (including its wholly owned subsidiaries, K92 Holdings International Limited (incorporated in British Virgin Islands), K92 Mining (Australia) Pty Ltd. (incorporated in Australia), and K92 Mining Ltd. (incorporated in Papua New Guinea) is the responsibility of management and covers the nine months ended September 30, 2023. The MD&A takes into account information available up to and including November 10, 2023 and should be read together with the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2023, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting, and is presented in thousands of United States dollars, except share and per share amounts, or unless otherwise indicated.

Throughout this document the terms *we, us, our, the Company* and *K92* refer to K92 Mining Inc.

Additional information related to the Company is available for view on SEDAR at www.sedarplus.ca and on the Company's website at www.k92mining.com.

This document contains forward-looking statements. Please refer to "Note Regarding Forward-Looking Statements." Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors, many of which are beyond our ability to control, that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Please refer to "Risk Factors" section in this document.

Description of Business

K92 Mining Inc. (the "**Company**") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on March 22, 2010. The Company's shares are listed on the Toronto Stock Exchange ("**TSX**") under the symbol "KNT" and quoted on the OTCQX under the symbol "KNTNF". The Company is currently engaged in the production of gold, copper and silver at the Kainantu Gold Mine as well as exploration and development of mineral deposits in the immediate vicinity of the mine, including Blue Lake, in Papua New Guinea.

Summary of Key Operating and Financial Results

(in thousands of United States Dollars, except per share amounts)		Three months ended September 30, 2023	Three months ended September 30, 2022	Nine months ended September 30, 2023	Nine months ended September 30, 2022
Operating data					
Ore mined	t	124,236	122,035	351,256	336,631
Ore processed	t	121,201	117,938	351,575	326,401
Feed grade	g/t	6.2	8.7	6.5	8.1
Gold produced	Oz	22,227	29,256	67,225	76,342
Gold equivalent produced[1]	Oz	26,225	32,995	78,507	87,268
Gold sold	Oz	18,339	25,297	64,082	75,443
Cash costs per gold ounce sold[2]	$/Oz	684	503	666	550
All-in sustaining costs per gold ounce sold[2]	$/Oz	1,300	909	1,214	862
Financial data					
Revenue	$	32,814	36,438	124,939	126,206
Cost of sales	$	22,513	20,784	75,449	66,488
Net (loss) earnings	$	(619)	3,054	13,183	22,272
Cash flow from operating activities	$	11,075	11,531	42,890	52,006
Cash, ending balance	$	79,913	106,729	79,913	106,729
Basic (loss) earnings per share	$/sh	(0.00)	0.01	0.06	0.10
Diluted (loss) earnings per share	$/sh	(0.00)	0.01	0.06	0.10

Performance Summary

Operational – Nine Months Ended September 30, 2023 ("YTD Q3 2023")

- **Gold Production:** 67,225 ounces of gold or 78,507 ounces of gold equivalent ("**AuEq**") produced in YTD Q3 2023, compared to 76,342 ounces of gold or 87,268 ounces of AuEq produced during the nine months ended September 30, 2022 ("**YTD Q3 2022**").[1] The decrease in gold production is primarily due to lower head grades, offset by higher ore tonnes processed. During the three months ended September 30, 2023 ("**Q3 2023**"), the Company produced 22,227 ounces of gold or 26,225 ounces of AuEq. Production was impacted by the safety incident on June 28, 2023 (refer to the Company's news release dated June 28, 2023 - *K92 Mining Reports Mine Accident Resulting in Two Fatalities*), and the resulting 9-day suspension of underground mining caused high-grade stoping tonnes initially scheduled for September 2023 to be postponed to the fourth quarter of 2023 ("**Q4 2023**").

- **Ore Mined:** 351,256 tonnes of ore mined in YTD Q3 2023, representing a 4% increase compared to 336,631 tonnes mined in YTD Q3 2022.

- **Ore Processed:** 351,575 tonnes of ore processed in YTD Q3 2023, representing an 8% increase compared to the 326,401 tonnes in YTD Q3 2022. In Q3 2023, a total of 121,201 tonnes of ore were processed, averaging 1,317 tonnes per day ("**tpd**") representing the second highest on record, despite a 4.5-day shutdown for scheduled mill maintenance in mid-July 2023.

- **Metallurgical Recoveries:** 91.1% gold and 92.2% copper recoveries in YTD Q3 2023. After commissioning the Stage 2A Plant Expansion in May 2023, and having the plant operational for a full quarter, recovery rates have improved to 92.0% for gold and 93.0% for copper in Q3 2023, which are notably higher than the 2022 averages of 90.4% for gold and 90.5% for copper. Additionally, a new copper recovery record of 93.7% was achieved in September 2023.

- **Mill Throughput:** Record monthly average throughput of 1,542 tpd achieved in September and a new daily record of 1,867 tpd on September 28, representing rates that are 13% and 36% respectively above the Stage 2A Expansion run-rate of 1,370 tpd. With the Stage 2A Plant Expansion now commissioned, optimization efforts are underway, including to increase throughput with the potential to be materially greater than design.

[1] Gold equivalent calculated based on gold $1,938 per ounce (2022 - $1,819), silver $23.46 per ounce (2022 - $21.82) and copper $3.89 per pound (2022 - $4.09).

- **Mine Development:** 6,678 metres in YTD Q3 2023, with 2,227 meters achieved in Q3 2023 representing an increase of 18% from Q3 2022. The twin incline was significantly advanced during the period, with incline #2 (6m x 6.5m) advanced to 2,639 meters and incline #3 (5m x 5.5m) to 2,660 meters as of September 30, 2023. The twin incline is now over 90% complete.

- **Cash Costs:** $666 per gold ounce in YTD Q3 2023 versus $550 per gold ounce in YTD Q3 2022. The increase is primarily due to a 15% reduction in gold ounces sold, down from 75,443 ounces in YTD Q3 2022 to 64,082 ounces in YTD Q3 2023, which resulted from the processing of lower head grade material compared to the same period last year, and an increase of 2,453 ounces of gold in ending inventory at September 30, 2023 compared to December 31, 2022 due to the timing of concentrate sales.[2]

- **All-in Sustaining Costs:** $1,214 per gold ounce in YTD Q3 2023 versus $862 per gold ounce in YTD Q3 2022. The increase is attributed to both the lower grades referenced earlier and to a rise in sustaining capital expenditures. Sustaining capital expenditures totalled $29.4 million in YTD Q3 2023, compared to $18.5 million in YTD Q3 2022, driven by an increase in capital development expenditures and supply chain delays which caused some sustaining capital items originally scheduled for delivery in 2022 to arrive in 2023.[2]

Financial – YTD Q3 2023

- **Revenue:** The Company generated $130.5 million in revenue in YTD Q3 2023, a decrease of $11.2 million from YTD Q3 2022 ($141.7 million) before pricing and quantity adjustments. Net revenue, which includes fair value adjustments to settlement receivables, was $124.9 million in YTD Q3 2023 compared to $126.2 million in YTD Q3 2022. Sales of gold in concentrate and doré decreased by 15% to 64,082 ounces in YTD Q3 2023 from 75,443 ounces in YTD Q3 2022, resulting in $20.4 million in lower revenues. The decrease was partially offset by an increase in the average payable gold price of 6.7% (from $1,738/ounce in YTD Q3 2022 to $1,854/ounce in YTD Q3 2023), which contributed $8.1 million in additional revenue and higher by-product revenue of $1.1 million, primarily from the sale of 4.5 million copper pounds in YTD Q3 2023 versus 4.1 million copper pounds in YTD Q2 2023.[3]

- **Cash Position:** $79.9 million as of September 30, 2023, compared to $109.9 million as of December 31, 2022. The decrease in cash is primarily due to the Company spending $41.5 million on expansion capital and $15.3 million on exploration activities during the period.[4] In addition, the Company had $7.4 million in concentrate and doré inventory that was sold subsequent to quarter-end.

- **Operating Cash Flow:** $43.5 million in operating cash flow (prior to working capital adjustments) in YTD Q3 2023 compared to $46.0 million in YTD Q3 2022.[5]

- **Gross Margins:** 42% and 40% before and after pricing adjustments respectively in YTD Q3 2023, down from 53% and 47% respectively in YTD Q3 2022, mainly due to lower head grades.[6]

- **EBITDA:** $43.4 million in YTD Q3 2023 compared to $51.7 million in YTD Q3 2022.[2]

- **Income Tax Payments:** $8.3 million in YTD Q3 2023 compared to $13.0 million in YTD Q3 2022. Subsequent to September 30, 2023, the Company paid an additional tax installment of $3.2 million to the Papua New Guinea government for a total of $11.5 million.

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[2] Non-IFRS – the definition and reconciliation of these measures are included in the non-IFRS performance measures section of this MD&A.

[3] Average payable gold price is calculated by the average finalized gold price during the period multiplied by the payable percentage under the off-take agreement.

[4] Expansion capital is calculated as the costs associated with the twin incline expansion and other expansion costs where these projects are anticipated to increase future production.

[5] Non-IFRS performance measure. Operating cash flow (prior to working capital adjustments) is calculated as the net cash provided by operating activities less the changes in non-cash working capital items.

[6] Non-IFRS performance measure. Gross margin before pricing adjustments is calculated using earnings from operations excluding pricing adjustments divided by revenue excluding pricing adjustments.

Expansion

- **Stage 2A Expansion Completion:** In May 2023, the Company achieved completion of the Stage 2A Expansion following commissioning of the final upgrade, the rougher flotation expansion. The Stage 2A Expansion is expected to increase throughput to 500,000 tonnes per annum ("**tpa**") from 400,000 tpa and strengthen the Company's ability to fund the Stage 3 Expansion.

- **Contract Award for Stage 3 Expansion:** On July 24, 2023, the Company announced the achievement of a significant de-risking milestone with the award of an $81 million lump sum fixed price contract for the design and construction of the 1.2 million-tonnes-per-annum ("**mtpa**") Stage 3 Expansion Process Plant. This contract, along with previously awarded fixed-price contracts for process plant long-lead items, mitigates approximately 94% of the forecast capital cost for the Stage 3 Expansion, substantially reducing inflation risk. The Company's ability to self-fund the expansion has been notably strengthened by this development. The commissioning of the 1.2 mtpa plant is targeted for Q1 2025, with the construction contractor's mobilization scheduled for early 2024.

- **Exploration and Drilling Operations:** Exploration is primarily focused on resource growth, with up to 11 drill rigs operating at Kora, Kora South, Judd, Judd South and A1 porphyry target.

- **Extended Mining Lease and Approval for Expansions:** On December 6, 2022, the Government of Papua New Guinea granted an extension of Mining Lease 150 for the Kainantu Gold Mine in Papua New Guinea for a period of 10 years to June 13, 2034. In conjunction with this announcement, the board of directors of the Company approved the Stage 3 and Stage 4 expansions, which will increase the annual processing throughput to 1.2 mtpa and 1.7 mtpa, respectively. This represents increases of 140% and 240%, respectively, from the Stage 2A processing capacity of 500,000 mtpa.

Corporate

- **Loan Agreement with Trafigura:** On September 26, 2023, the Company entered into a Loan Agreement with Trafigura Pte Ltd (the "**Lender**" or the "**Offtaker**" regarding concentrate sales), securing a $100.0 million senior secured loan (the "**Loan**"). The Loan, with a term of four years from the date of the first advance, carries an upfront fee, a commitment fee, and an interest rate, alongside a one-year interest-only repayment grace period. The Loan is secured by a charge over the Company's assets and a pledge of shares in the Company's subsidiaries (the "**Security**"). It is intended for general corporate purposes, working capital, and capital expenditures. The initial drawdown of $25.0 million is contingent on certain conditions, including regulatory approvals. In case of an event of default under the Loan, the Lender reserves the right to accelerate repayment of the Loan, and convert all or any portion of the initial drawdown into common shares of the Company (the "**Conversion Right**"). This Conversion Right will expire upon satisfaction of having the Security registered. As of September 30, 2023, these conditions had not been satisfied, therefore, no drawdowns of the Loan were made.

- **Amended Offtake Agreement:** Concurrently on September 26, 2023, the Company's Papua New Guinea subsidiary, K92 Mining Limited, entered into an amended offtake agreement (the "**Amended Offtake Agreement**") with the Offtaker. This amendment comes as a revision to the existing offtake agreement which remains in effect until December 31, 2025. From this date, the Amended Offtake Agreement will commence and continue for an additional seven consecutive calendar years, or until a minimum of 600,000 dry metric tons of concentrate have been delivered. Under the Amended Offtake Agreement, the Offtaker will purchase gold and copper concentrates from the Kainantu Gold Mine in Papua New Guinea at London Metals Exchange spot prices, with enhanced metal payabilities including penalties, treatment and refining charges, and transport costs, offering terms more favourable than those in the Kainantu Integrated Development Plan and Preliminary Economic Assessment (refer to the September 12, 2022 press release - *K92 Mining Inc Announces Robust Kainantu Gold Mine Integrated Development Plan*). The implementation of the Amended Offtake Agreement is contingent upon certain conditions, including approval from the Bank of Papua New Guinea in line with the Central Banking (Foreign Exchange and Gold)

Regulation, and the satisfaction of conditions outlined in the Loan Agreement. As of September 30, 2023, these conditions had not been satisfied.

- **Short-Term Commodity Contracts:** Reduced exposure to gold price fluctuations during the provisional pricing period (the "**Quotational Period**") by entering into short-term commodity contracts with a total of 17,467 gold ounces hedged at September 30, 2023. The Company currently hedges out three months to cover fluctuations during the Quotational Period, which resulted in a $0.7 million loss on derivative instruments recognized during YTD Q3 2023.

Last 4 Quarters of Production Data

		2022	2023			
		Quarter 4	Quarter 1	Quarter 2	Quarter 3	Total
Tonnes processed	t	121,686	117,903	112,471	121,201	473,261
Feed grade Au	g/t	8.8	5.2	8.2	6.2	7.1
Feed grade Cu	%	0.74	0.70	0.66	0.72	0.71
Recovery (%) Au	%	91.2	89.1	92.4	92.0	91.2
Recovery (%) Cu	%	91.8	91.3	92.8	93.0	92.2
Metal in concentrate produced Au	oz	31,204	17,593	27,405	22,227	98,429
Metal in concentrate produced Cu	t	829	749	692	809	3,079
Metal in concentrate produced Ag	oz	40,517	29,859	34,001	40,233	144,610
Gold equivalent ounces produced	oz	35,538	21,488	30,794	26,225	114,045

2023 Revised Operational Outlook

- Gold equivalent production is now anticipated to be between 111,000 and 116,000 ounces AuEq, a revision from the initial forecast of 120,000 to 140,000 ounces AuEq due to unforeseen challenges faced in the first quarter and the impact of the safety incident on June 28, 2023.

- Cash costs remain projected between $620 - $680 per ounce gold, and all-in sustaining costs are still expected to range between $1,180 - $1,300 per ounce gold.

- Exploration expenditures have been revised upwards to $20 million, an increase from the earlier estimate of $13 - $16 million, driven by encouraging outcomes from the ongoing vein and porphyry drill programs. Exploration will predominantly focus on resource growth with surface drilling targeting Kora South, Judd South, Judd, and the A1 copper-gold porphyry zones, while underground drilling focusing on Kora, Kora South, Kora Deeps, Judd, Judd South, Judd Deeps and Northern Deeps targets.

- Tender and planning is underway for the growth capital items in the Stage 3 and 4 Expansions.

Operations

The Company holds the mining rights to Mining Lease 150 which is due for renewal on June 13, 2034.

During Q3 2023, the Company produced 22,227 ounces of gold, 1,784,009 pounds of copper and 40,233 ounces of silver, or 26,225 AuEq ounces.

Production for the quarter was impacted by the safety incident on June 28 (see June 28, 2023 press release - *K92 Mining Reports Mine Accident Resulting in Two Fatalities* and July 6, 2023 press release – *K92 Mining Resumes Mining Operations at Kainantu Gold Mine*). This incident led to a suspension of underground mining for 9 days, pushing the mining of high-grade stoping tonnes, initially scheduled for September 2023, into the fourth quarter of 2023. Additionally, there was a 4.5 day shutdown of the process plant for scheduled maintenance in mid-July. Production in Q4 2023 is expected to be the strongest for the year, driven by higher grade stoping and the ore development mining sequence.

The Company is pleased to announce that in the second half of September, the first ore tonnes were mined from the twin incline, approximately 2 months earlier than expected, after thick Judd mineralization was encountered while developing the first waste pass access drive, in an area sparsely drilled and previously interpreted to be waste. Two ore drives advanced ~7 metres to the south and north, with multiple high-grade faces from channel samples recorded, including: Southern Drive – 4.6 m at 14.89 g/t AuEq (7.16 g/t Au, 161 g/t Ag, 3.56% Cu) and 6.8 m at 11.77 g/t AuEq (6.53 g/t Au, 2.35% Cu, 117 g/t Ag), and; Northern Drive – 4.3 m at 7.19 g/t AuEq (2.77 g/t Au, 2.25% Cu, 64 g/t Ag) (see figures 6-7). A diamond drill rig is planned to commence drilling shortly in this area to assess its potential and to determine which Judd vein the drive corresponds to (i.e. J1, J2 or potentially a splay of the J1 vein). Mining of Kora via the twin incline is expected to commence in December, and as this second mining front is developed, we anticipate a strong boost to mine flexibility and productivity, leveraging the large and highly efficient twin incline infrastructure.

During Q3 2023, the process plant set multiple daily processing throughput records, including a new monthly record in September of 1,542 tpd and a new daily record on September 28 of 1,867 tonnes processed, representing rates that are 13% and 36% above the Stage 2A Expansion annual average run-rate of 1,370 tpd, respectively. Following the end of Q3 2023, new daily records of 1,902, 1,921 and 2,027 tonnes processed were achieved on October 6, 8 and 10, respectively, highlighting the significant throughput capabilities of the Stage 2A process plant. Despite the 4.5-day shutdown due to scheduled mill maintenance in mid-July, the quarterly ore processed was 121,201 tonnes, averaging at 1,317 tpd, which is the second-highest quarterly ore processed record.

Following the commissioning of the Stage 2A Plant Expansion in May, the process plant has continued to record a significant increase in metallurgical recoveries for gold and copper. Recoveries for Q3 2023 averaged 92.0% for gold and 93.0% for copper, significantly higher than the 2022 yearly average of 90.4% for gold and 90.5% for copper. In the month of September, a new recovery record of 93.7% for copper was achieved. Optimization efforts are ongoing, including to increase throughput that we believe has the potential to be materially greater than its nameplate design.

In Q3 2023, the mine delivered yet another material movement record despite operations being impacted in July due to the safety incident, with 124,236 tonnes of ore mined and 305,506 tonnes of total material mined (ore plus waste). During the quarter, 11 levels were mined, and the mill head grade averaged 7.32 g/t AuEq or 6.20 g/t gold, 0.72% copper and 12.84 g/t silver, head grade was impacted by significantly more than budgeted processing of lower grade stockpiles following the safety incident on June 28, that suspended mining operations for 9 days. Mining on Kora was conducted on the 1110, 1130, 1150, 1170, 1185, 1265, 1285, 1305 and 1325 levels, and Judd on the 840, 1225, 1285, 1305 and 1325 levels.

Capital Expenditure

Stage 3 Expansion

In December 2022, the Company announced the Kainantu Gold Mine's Stage 3 and 4 expansions. The Stage 3 expansion plans to increase annual throughput to 1.2 mpta and the Stage 4 expansion to 1.7 mtpa, representing a 140% and 240% increase from the Stage 2A expansion, respectively.

In July, 2023, the Company announced the award of the engineering, procurement, construction and commissioning ("**EPC**") lump sum contract for the Stage 3 expansion process plant to GR Engineering Services Limited.

The EPC lump sum contract amount of $81.0 million is fixed price and significantly de-risks potential cost increases to the Company. In addition to the awarding of the contract, all process plant long-lead item contracts have been awarded on a fixed price (excluding freight) including the SAG and ball mills, filter press, tank flotation cells, flash flotation cells and high-rate thickeners.

The Company is targeting the end of Q1, 2025 for commissioning of the 1.2 mtpa Stage 3 expansion process plant with mobilization of the construction contractor forecasted for early 2024 and bulk process plant earthworks to be completed prior.

Twin Incline

Twin incline development continues to make significant progress with incline #2 (6m x 6.5m) advanced to 2,639 metres and incline #3 (5m x 5.5m) advanced to 2,660 metres as of September 30, 2023, marking over 90% completion. The first ore tonnes were mined from the twin incline in September 2023, approximately 2 months earlier than anticipated, after thick Judd mineralization was encountered while developing the first waste pass access drive. We plan to commence mining Kora from the twin incline in December, which will *boost* mine flexibility and productivity as this second mining front is developed.

The twin incline will provide the major mine access infrastructure for increased production capability required for Stage 3 and 4 Expansions and potentially beyond to further expansions.

Puma Ventilation Incline

The Puma portal is being repurposed as an intake, which is currently the main exhaust for the existing workings. The Puma ventilation incline is scheduled for completion mid-2024.

Exploration

Underground grade control and exploration

Kora Vein System

The Company continued its exploration diamond drilling program from underground using up to six Company owned drill rigs at the Kora and Judd deposits. A total of 459 drill holes have been completed into the Kora and Judd Vein System since those used in the Mineral Resource Estimates ("**MRE**") *(MRE effective date of October 31, 2021*). Additionally, the Kora/Judd resource has been drilled from surface with continual encounter of the Kora and Judd lode systems. Drilling density is suitable for both resource definition and expansion, for future MRE updates. The latest MRE (both for Kora and Judd) culminated in the Independent Technical Report, Kainantu Gold Mine Integrated Development Plan, Kainantu Project, Papua New Guinea.

Please see the Company's news release dated October 28, 2022, '*K92 Mining Announces Filing of Technical Report for Kainantu Gold Mine Integrated Development Plan*'.

Please see the Company's news release dated February 23, 2022, '*K92 Mining Reports Significant Resource Upgrade at High-Grade Kora Deposit and Maiden Judd Resource Estimate*' for the latest resource estimate update at the Kora and Judd deposits.

Please see the Company's news release, dated August 15, 2023, '*K92 Mining Announces Latest-High-Grade Drilling Results, Including Potential High-Grade Zone at Northern Deeps Target ~50Metres West of the Twin Incline'* for the most recent results from the underground and surface diamond drilling programs.

Judd Vein System

The Judd Vein System at the Kainantu gold mine continues to be explored. The System is sub-parallel in orientation to the Kora Vein System and is located approximately 90 to 150m east of Kora within Mining Lease 150. The mineralization style is similar to that of the Kora Vein System, comprising mainly gold-copper-silver sulphide veins (akin to an Intrusion Related Gold Copper (IRGC) deposit type). The Company continued its underground and surface drilling programs to test the extents of the Judd Vein System. The primary focus of drilling has been to drill out the J1 vein, with some longer holes extended, to test the J2 to J4 vein targets. The latest drill results were included in the press release dated August 15, 2023, '*K92 Mining Announces Latest-High-Grade Drilling Results, Including Potential High-Grade Zone at Northern Deeps Target ~50 Metres West of the Twin Incline'.*

Development and production from J1, through ore drives and long hole stoping, remain ongoing.

Surface Exploration

Exploration drilling was conducted at Kora South/Judd South (EL470), Judd (ML150) and A1 (EL470). A total of 19 drill holes (including one failed and four abandoned holes) for 7,631.2m were completed, with five holes currently in progress.

Surface geochemical sampling and detailed geological mapping continued at Tuta (EL470) and Yarr Tree (EL2619 and EL470). A total of 924 geochemical samples were collected during the period.

Kora South/Judd South (EL470)

Two diamond rigs continued operating throughout Q3 2023 to conduct infill and extension drilling (on approximately 100m centres) of the Kora/Judd Lodes, immediately SW and along strike of ML150. A total of seven drill holes for 3,114.90m were drilled. Drilling to date has extended the Kora/Judd Vein system by at least 600m beyond the limits of the current Mining Lease.

Judd Vein [Upper] Expansion (ML150)

Two diamond drill rigs continued to explore the up-dip and lateral extensions of the Judd Vein System within ML150. A total of nine diamond holes were completed for 2,588.20m.

A1 (EL470)

Diamond drilling at A1 continued during the quarter and targeted Au/Cu porphyry style mineralization. Two holes (KADD0004, KADD0005) were completed during Q3 2023, for 1,247.30m. Geochemical and visual results suggest these holes have tested the lower portion of a broad lithocap masking the A1 Prospect area.

A single hole tested the interpolated transfer structure that links to A1 and is associated with shallow expressions of surface copper/gold anomalism. KNDD0005 intercepted a broad zone of strong phyllic alteration coincident with elevated Cu and spotty Au values, from 450m to the end-of-hole (680.80m).

Tuta (EL470)

The Tuta soil program targeted epithermal and porphyry-style mineralization SW along strike from ML150. During the period surface sampling and mapping programs was completed. Results are pending.

Yarr Tree (EL2619)

Infill soil sampling was concluded within this large surface sampling work area. Several new epithermal, porphyry and skarn style targets have resulted for this extensive surface sampling and mapping program. The most significant being the large Yarr Tree hydrothermal magmatic system highlighted by zoned As-Bi-W-Mo-Cu pathfinder elements coincident with a 2.5km by 1.5km zone of Zn depletion. Drill testing is scheduled for Q4 2023.

Qualified Persons

K92 Mine Geology and Mine Exploration manager, Andrew Kohler, PGeo, a qualified person under the meaning of Canadian National Instrument 43-101 – Standards Disclosure for Mineral Projects ("**NI 43-101**"), has reviewed and is responsible for the technical content in the underground grade control and exploration section of the MD&A. Data verification by Mr. Kohler includes significant time onsite reviewing drill core, face sampling, underground workings, and discussing work programs and results with geology and mining personnel.

K92 Executive Vice President of Exploration Chris Muller, PGeo, a qualified person under the meaning of NI 43-101, has reviewed and is responsible for the technical content in the surface exploration sections of this MD&A. Data verification by Mr. Muller includes significant time on site reviewing drill core, soil and outcrop sampling, artisanal workings, as well as discussing work programs and results with geology personnel and external consultants.

Community Relations

Memorandum of Agreement ("MOA")

The Company continues to work towards signing a revised MOA, which has suffered repeated delays outside of the control of the Company or the Bilimoia Interim Landowners Association (BILA), including due to the COVID-19 pandemic. The MOA provides a framework for the relationship between the Company, the Community, and Government and sets out commitments from the various parties. In July 2020, the Company had a formal MOA meeting involving the Bilimoian landowners, the State, and the Provincial Government. Attending the meeting were representatives from local clans, the PNG Mining Minister, the Managing Director of the Mineral Resources Authority of PNG, and the Provincial Governor. In principle, the parties agreed on a revised MOA, which requires approval from the National Executive Council of the PNG Government. The original MOA framework will remain in place as mining operations and associated expansions continue, until a new MOA is formally approved.

Community Programs

The Company has been actively engaged in community programs aimed at improving the quality of life for local communities. The programs to support community development include freshwater systems, road maintenance, medical clinic funding, school refurbishment, adult literacy programs, and agricultural livelihood and training programs. The agricultural program has been successful, with over 180 participants during the year, 80% of whom are female. The Company continues to expand this program to other larger tracts of land, scaling the benefits and providing a sustainable business for local communities. In 2022, the Company installed solar power at two local clinics, contributed to a youth spelling competition, advanced the agricultural program to eight locations including a demonstration farm, upgraded roads, and launched K92 FM radio broadcasting to provide a range of information to local communities. In November 2022, 160 adults graduated from K92 Mining's literacy program at the local community resource centre. The program, which was initiated by the Company in late 2019, offers three levels of English and Tok Pisin, the local language in PNG, for those who cannot read or write. The graduation marked a significant milestone for the students, as 80% of the students had not previously completed any formal education.

The Company is now participating in the Infrastructure Tax Credit Scheme (ITCS) of the PNG Government, through which up to two percent of the Company's assessable income can now be allocated by the Company for spending on approved community projects, including local infrastructure, health programs, and educational initiatives, and deducted from future corporate tax payable. This is in addition to the Company's various community and social programs.

Scholarship Programs

The Company supports education and development of the mining industry in PNG. As part of this support, the Company has established the K92 Mining Scholarship Program, which includes four tertiary scholarships for 2023 in the fields of mineral processing, mine engineering, geology, and agriculture. The Company has also partnered with a local company to award two scholarships for Women in Mining to students studying logistics, commercial, or business management. In addition, the Company collaborates with the University of Technology in Lae, Papua New Guinea to support areas of mutual benefit. This partnership includes financial support for the university, work experience for students and undergraduates, technical cooperation, and project generation. The Company also provides annual prizes for the top third year students in Geology, Mining, and Metallurgy nationally, with the recipients receiving substantial scholarships covering their final year.

Additionally, in 2023, the Company donated $140 thousand to the Kainantu District Tertiary Student School Fee Assistance Scheme. The Company's donation, along with other contributions, will be used to assist local students meet their tertiary institution fees for 2023, with 801 students having been assisted so far.

Local Business Opportunities

The Company has created multiple business opportunities for the local communities in the vicinity of the mine to benefit from its operation. These include four major joint venture contracts between local communities and PNG companies for the provision of services, as well as numerous smaller contracts with local businesses. The major contracts include catering and camp management, security, road transportation, and ancillary mobile services. During the nine months ended September 30, 2023, these contracts generated $15.8 million in revenue, supporting the local community.

Sustainability

On July 31, 2023, the Company released its 2022 Sustainability Report, which outlined the environmental, social and governance ("**ESG**") practices and performance of the Company. See the "2022 Sustainability Report" filed on the Company's website.

The following summarizes the ESG highlights in the 2022 Sustainability Report:

- **~94% of total workforce (employees plus contractors)** are PNG Nationals with priority hiring from local communities.
- **1,477 employees and contractors employed in PNG.**
- **$81.3 million in procurement to PNG companies,** representing 59% of total procurement in PNG.
- **$31.8 million in taxes and royalties in PNG,** an over 19% increase from 2021.
- **$17.3 million in corporate taxes paid in PNG,** with K92 remaining the second-largest taxpayer in PNG's mining industry.
- **Lost-time injury ("LTI") frequency of 0.31.**
- **Zero significant environmental incidents or spills.**
- **~66% lower carbon intensity** per gold equivalent ounce produced compared to the global mining average.
- **43% of Board Directors are female**, surpassing the 30% target established in K92's Board Diversity Policy.
- **Sustainability Committee Charter refreshed** with an updated mandate providing enhanced oversight of environmental management, climate change, community relations, human rights, and sustainability.
- **Continued alignment with TCFD recommendations** with additional disclosures related to climate change governance and risk management as well as setting K92's inaugural energy and greenhouse gas ("**GHG**") emissions reduction target.
- **$1.1 million in direct community investment** and progress on participating in the new Tax Credit Scheme enacted by the Government of PNG, through which up to two percent of the Company's assessable income can be allocated to community development projects, above and beyond our existing community investments.
- **Continued commitment to local skills development**, including $1.3 million invested in professional, training, and trades programs during the year; 38 total tertiary scholarships awarded; 200 graduates from the K92 Adult Literacy Program; and multiple Memoranda of Understanding implemented with PNG universities to help develop a robust pipeline of skilled mine workers in the country.
- **Sustainable Agriculture Livelihoods Program further expanded**, employing 180 people (~80% of whom are women) to provide them with active income and business skills.

The report also details the Company's inaugural energy and GHG emissions target to reduce GHG emissions by 25% by 2030 against a business-as-usual forecast. Please see the Company's news release dated June 21, 2023, '*K92 Mining Announces 2030 GHG Reduction Target*'.

Results of Operations for the nine months ended September 30, 2023 as compared to September 30, 2022

In YTD Q3 2023, the Company had net earnings of $13.2 million (2022 – $22.3 million) and earnings before taxes of $22.8 million (2022 - $36.5 million). Significant items making up the income, and changes from the prior year, are as follows:

Revenue of $124.9 million (2022 - $126.2 million) from the sale of gold concentrate and doré in Papua New Guinea. The decrease in revenue is primarily due to a decrease in the quantity of gold ounces sold in the current period of 64,082 ounces versus 75,443 ounces in the prior year comparative period, offset by higher realized gold prices of $1,854/ounce in the current period versus $1,738/ounce in the prior period.

Cost of sales of $75.4 million (2022 - $66.5 million) consists of mining, processing, mine technical services, maintenance, site related finance and administration, operational health and safety, share-based payments, depreciation and net smelter royalties. Cost of sales before non-cash items increased slightly versus the comparative period primarily but has decreased on a per tonne basis due to efficiencies created with the Stage 2 Expansion, which during the period resulted in the Company increasing throughput from 336,631 tonnes of ore mined in YTD Q3 2022 to 351,256 tonnes in YTD Q3 2023.

Earnings from mine operations of $49.5 million (2022 - $59.7 million), which is calculated by subtracting cost of sales from revenue.

General and administrative costs of $5.4 million (2022 – $5.1 million). The increase is primarily related to an increase in corporate hires, office and travel expenses offset by lower management fees, wages and consulting expenses.

Exploration and evaluation expenditures of $15.3 million (2022 – $11.3 million) related to drilling, assaying, trenching, surveying and other related expenditures. The increase in exploration costs is related to additional exploration activity versus the comparative period as the Company has expanded its exploration campaign.

Share-based payments of $3.9 million (2022 - $2.5 million) representing Restricted Share Unit ("**RSU**") and Performance Share Unit ("**PSU**") grants to directors, employees and consultants of the Company. The increase in share-based payments relates to the timing, valuation and the number of equity instruments granted during the period.

Interest and finance expenses of $2.9 million (2022 – $2.3 million) representing interest and finance expenses recorded on lease agreements and concentrate sales. The increase is primarily due to higher interest rates on concentrate sales.

Interest income of $2.3 million (2022 – $0.5 million) representing interest income earned on cash and cash equivalent balances. The increase in interest income is due to higher interest rates versus the comparative period.

Loss on derivative instruments of $0.7 million (2022 – gain $0.3 million) relates to realized and unrealized income on commodity contracts. The loss is primarily driven by the increase in gold prices from $1,812 per ounce as of December 31, 2022 to $1,871 per ounce at September 30, 2023.

Income tax expense of $9.6 million (2022 – $14.2 million) relates to current taxes, the estimated use of the deferred income tax asset and the recognition of a deferred tax liability.

Summary of Quarterly Results

The following table summarizes the last 8 quarters of the Company.

(in thousands of United States Dollars, except per share amounts)	September 30, 2023 (Unaudited)	June 30, 2023 (Unaudited)	March 31, 2023 (Unaudited)	December 31, 2022 (Unaudited)
Total assets	$ 388,271	$ 388,107	$ 371,926	$ 370,715
Working capital	97,335	112,510	117,306	125,171
Shareholders' equity	328,533	327,033	316,340	309,306
Revenue	32,814	51,759	40,366	61,980
Net earnings (loss)	(619)	8,793	5,009	13,251
Net earnings (loss) per share, basic	(0.00)	0.04	0.02	0.06
Net earnings (loss) per share, diluted	(0.00)	0.04	0.02	0.06
	September 30, 2022 (Unaudited)	June 30, 2022 (Unaudited)	March 31, 2022 (Unaudited)	December 31, 2021 (Unaudited)
Total assets	$ 344,308	$ 302,583	$ 298,784	$ 273,023
Working capital	120,064	94,007	92,086	88,502
Shareholders' equity	294,096	253,846	242,650	225,136
Revenue	36,438	37,356	52,412	53,925
Net earnings	3,054	5,136	14,082	15,785
Net earnings per share, basic	0.01	0.02	0.06	0.07
Net earnings per share, diluted	0.01	0.02	0.06	0.07

Total assets have increased over the past eight quarters, primarily driven by the construction and completion of the Stage 2 Expansion and the ongoing development of the Kainantu gold mine.

Results of Operations for the three months ended September 30, 2023 as compared to September 30, 2022

During the three months ended September 30, 2023, the Company had a net loss of $0.6 million (2022 – earnings $3.1 million) and earnings before taxes of $0.7 million (2022 - $6.2 million). Significant items making up the loss, and changes from the comparative period, are as follows:

Revenue of $32.8 million (2022 - $36.4 million) from the sale of gold concentrate and doré. The decrease in revenue is primarily due to a decrease in the quantity of gold ounces sold versus the prior year comparable period. As at September 30, the Company had $7.4 million in concentrate and doré inventory that was sold subsequent to quarter-end.

Cost of sales of $22.5 million (2022 - $20.8 million) include costs associated with mining, processing, mine technical services, maintenance, site related finance and administration, operational health and safety, share-based payments, depreciation and net smelter royalties. Cost of sales before non-cash items decreased versus the comparative period primarily and on a per tonne basis due to efficiencies created with the Stage 2 Expansion, which during the period resulted in the Company increasing throughput from 122,035 tonnes of ore mined in Q3 2022 to 124,236 in Q3 2023.

Earnings from mine operations of $10.3 million (2022 - $15.7 million), which is calculated by subtracting cost of sales from revenue.

Exploration and evaluation expenditures of $5.2 million (2022 – $4.5 million) related to drilling, assaying, trenching, surveying and other related expenditures. The increase in exploration costs is related to additional exploration activity versus the comparative period as the Company has expanded its exploration campaign.

Share-based payments of $1.4 million (2022 - $0.8 million) representing option, RSU and PSU grants to directors, employees and consultants of the Company. The increase in share-based payments relates to the timing, valuation and the number of equity instruments granted during the period.

Interest and finance expenses of $0.9 million (2022 – $0.8 million) representing interest and finance expenses recorded on lease agreements and concentrate sales. The increase is primarily due to higher interest rates on concentrate sales.

Interest income of $0.8 million (2022 – $0.3 million) representing interest income earned on cash and cash equivalent balances. The increase in interest income is due to higher interest rates versus the comparative period.

Gain on derivative instruments of $0.2 million (2022 – $0.6 million) relating to realized and unrealized losses on commodity contracts. The gain is primarily driven by the decrease in gold prices from $1,912 per ounce as of June 30, 2023 to $1,871 per ounce at September 30, 2023.

Income tax expense of $1.3 million (2022 – $3.2 million) relates to current taxes, the estimated use of the deferred income tax asset and the recognition of a deferred tax liability.

Non-IFRS Performance Measures

This document includes certain non-IFRS performance measures that do not have a standardized meaning prescribed by IFRS. These measures may differ from those used by other issuers, and may not be comparable to such measures as reported by other issuers. The Company believes that these measures are commonly used by certain investors, in conjunction with conventional IFRS measures, to enhance their understanding of the Company's performance. These measures have been derived from the Company's financial statements and applied on a consistent basis. The following tables below provide a reconciliation of these non-IFRS measures to the most directly comparable IFRS measure.

Cash Costs per Ounce

Cash costs of sales include all costs absorbed into concentrate inventory, treatment and refining costs, less non-cash items such as depreciation, and by-product credits. Total cash cost per ounce sold is calculated by dividing the aggregate of the applicable costs by gold ounces sold.

All-in Sustaining Cost per Ounce

All-in sustaining costs of sales include all cash costs above plus accretion costs of environmental provisions, corporate costs and sustaining capital expenditures. Total all-in sustaining cost per ounce sold is calculated by dividing the aggregate of the applicable costs by gold ounces sold.

(In thousands of United States Dollars, except as noted)	Three months ended September 30, 2023	Three months ended September 30, 2022	Nine months ended September 30, 2023	Nine months ended September 30, 2022
Cost of Sales	$ 22,513	$ 20,784	$ 75,449	$ 66,488
Add: treatment and refining costs	1,466	1,750	4,964	4,963
Less: non-cash costs included into cost of sales	(574)	(264)	(1,153)	(991)
Less: depreciation	(6,176)	(4,488)	(19,972)	(13,416)
Less: by-product credits	(4,680)	(5,070)	(16,601)	(15,548)
Cash cost of sales	12,549	12,712	42,687	41,496
Add: accretion	148	29	449	87
Add: general and administrative costs	1,254	1,607	5,436	5,056
Add: sustaining capital expenditures[7]	9,934	8,664	29,445	18,495
Less: business development and non-sustaining costs	(38)	(11)	(203)	(129)
All-in sustaining costs	23,847	23,001	77,814	65,005
Gold ounces, sold	18,339	25,297	64,082	75,443
Cash cost per gold ounce, sold	$ 684	$ 503	$ 666	$ 550
All-in sustaining cost per gold ounce, sold	$ 1,300	$ 909	$ 1,214	$ 862

EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization)

EBITDA is profit attributable to shareholders before net finance expense, provision for income taxes, and depreciation and amortization. EBITDA is used as a supplemental financial measure by management and by external users of our MD&A, such as investors, industry analysts, lenders and ratings agencies, to assess the Company's operating performance as compared with the operating performance of other companies in our industry, without regard to financing methods, historical cost basis or capital structure. The IFRS measure most directly comparable to EBITDA is Net Income. EBITDA should not be considered an alternative to net income or loss or any other measure of financial performance or liquidity presented in accordance with IFRS.

(In thousands of United States Dollars)	Three months ended September 30, 2023	Three months ended September 30, 2022	Nine months ended September 30, 2023	Nine months ended September 30, 2022
(Loss) earnings for the period	$ (619)	$ 3,054	$ 13,183	$ 22,272
Add: Income taxes	1,334	3,177	9,635	14,235
Add: Amortization of property, plant and equipment	6,176	4,488	19,972	13,416
Add: Interest and finance expense	925	796	2,909	2,283
Less: Interest income	(800)	(349)	(2,291)	(518)
EBITDA	$ 7,016	$ 11,166	$ 43,408	$ 51,688

Liquidity

7 Sustaining capital expenditures for the three months ended September 30, 2023 is the purchase of property, plant and equipment ("PPE") from the statement of cash flows of $63.0 million (2022 - $46.7 million), plus other sustaining expenditures of $3.1 million (2022 - $Nil), plus net PPE amounts included in accounts payable related to expansion costs of $0.6 million (2022 – $0.8 million), plus net deposits for equipment $4.5 million (2022 – plus $0.6 million), less expansion costs of $41.8 million (2022 - $29.6 million).

As at September 30, 2023, the Company had a cash and cash equivalents balance of $79.9 million (December 31, 2022 - $109.9 million) and working capital of $97.3 million (December 31, 2022 - $125.2 million) [8], which consisted of current assets of $144.4 million (December 31, 2022 - $173.3 million) less current liabilities of $47.0 million (December 31, 2022 - $48.2 million).

Operating Activities: In YTD Q3 2023, the Company generated $42.9 million in cash from operating activities (2022 - $52.0 million).

Investing Activities: In YTD Q3 2023, the Company paid $63.0 million (2022 - $46.7 million) for property, plant, and equipment and $6.4 million for deposits on equipment (2022 – $7.1 million).

Financing Activities: In YTD Q3 2023, the Company received $0.9 million (2022 - $7.3 million) from the exercise of stock options. The Company paid $3.9 million (2022 - $3.5 million) in principal lease payments.

The Company's financial position on September 30, 2023, and the operating cash flows that are expected over the next twelve months, are expected to be sufficient to fund operational costs, capital requirements, debt repayments and other commitments.

Capital Resources

The Company manages its capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the Company's assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

Related Party Transactions

Key management consists of the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, President, and the Board of Directors. During the below period, compensation paid or accrued to key management or companies they controlled is presented in the table below:

(In thousands of United States Dollars)	Nine months ended	September 30, 2023	September 30, 2022
Share-based compensation		$ 3,811	$ 1,494
Management, consulting and wages		3,195	1,741
Professional fees		92	202

Included in accounts payable and accrued liabilities is $0.7 million (December 31, 2022 - $0.9 million) due to key management of the Company, of which $0.3 million (December 31, 2022 - $0.3 million) is due to Mining, Processing and Project Consulting Pty Ltd. which is owned by the CEO and Director for management services and $20.0 thousand (December 31, 2022 - $0.2 million) is due to the law firm Gowling WLG (Canada) LLP, where one director of the Company is a partner, for professional fees in the normal course of business, non-interest bearing and due on demand.

Outstanding Share Data

As at the date of this report the Company had 234,322,462 common shares issued and outstanding.

The following incentive stock options were outstanding at the date of this report:

[8] Non-IFRS performance measure. Working capital is calculated as current assets less current liabilities.

Range of exercise prices (in $CAD)	Number of outstanding options	Number of options exercisable	Weighted-average exercise price (in $CAD)	Weighted-average years to expiry
0.45 – 0.99	30,000	30,000	0.74	0.14
1.00 – 1.99	1,836,750	1,836,750	1.77	0.77
2.00 – 2.99	235,000	235,000	2.17	1.14
3.00 – 3.99	1,091,000	1,091,000	3.85	1.34
4.00 – 4.99	10,200	10,200	4.00	1.73
5.00 – 9.99	4,700,900	4,700,900	7.26	2.21
	7,903,850	7,903,850	5.34	1.72

Subsequent Events

Subsequent to September 30, 2023, the Company paid a $3.2 million income tax instalment to the Papua New Guinea government.

Off-Balance Sheet Arrangements

At September 30, 2023, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Proposed Transactions

Except as elsewhere disclosed in this document, there are no other proposed transactions under consideration.

Significant Accounting Judgements, Estimates and Assumptions

The preparation of consolidated financial statements requires management to make estimates about, and apply assumptions or judgment to, future events and other matters that affect the reported amounts of the Company's assets, liabilities, revenues, expenses and related disclosures. Assumptions, estimates and judgments are based on historical experience, expectations, current trends and other factors that management believes to be relevant at the time at which the Company's consolidated financial statements are prepared.

The Company's significant accounting judgements, estimates and assumptions are the same as those disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2022.

Significant Accounting Policies

The Company's accounting policies are the same as those applied in the Company's audited consolidated financial statements for the year ended December 31, 2022.

Financial Instruments and Risk Management

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quotes prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The levels in the fair value hierarchy into which the Company's financial assets and liabilities that are measured and recognized at fair value were categorized as follows:

As at	September 30, 2023		December 31, 2022	
	Level 1	Level 2	Level 1	Level 2
Trade receivables	$ -	$ 3,042	$ -	$ 15,462
Derivative assets	-	196	-	-
Derivative liabilities	-	-	-	(1,747)
	$ -	$ 3,238	$ -	$ 13,715

The fair value of the Company's trade receivables and derivative liabilities were determined using observable market prices and market-derived inputs. There were no transfers between Level 1 and Level 2 during the period ended September 30, 2023.

As at September 30, 2023 and December 31, 2022, the carrying amounts of cash and cash equivalents, prepaids, other receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Concentration of Credit Risk

The Company's cash and cash equivalents are held with financial institutions in Canada, Papua New Guinea, and Australia. As of September 30, 2023, a single high-credit quality financial institution in Canada holds approximately 43% of the total cash and cash equivalents. Substantially all of the Company's cash and cash equivalents exceed government-insured limits. The Company continually assesses and manages its exposure to credit risk of financial institutions.

Internal Control Over Financial Reporting and Disclosure Controls and Procedures

Disclosure Controls and Procedures

The Company's disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, including the Chief Executive Officer ("**CEO**") and the Chief Financial Officer ("**CFO**"), to enable this information to be reviewed and discussed so that appropriate decisions can be made regarding the timely public disclosure of the information.

There were no changes to the Company's disclosure controls and procedures during the nine months ended September 30, 2023, that have materially affected, or are likely to materially affect, the Company's disclosure controls and procedures and therefore these controls and procedures remain effective.

Internal Controls over Financial Reporting

The Company's management, including the CFO and CEO, are responsible for establishing adequate internal controls over financial reporting. The Company's internal controls over financial reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with IFRS as issued by the IASB.

There were no changes to the Company's internal controls over financial reporting during the nine months ended September 30, 2023, that have materially affected, or are likely to materially affect, the Company's internal controls over financial reporting and therefore these controls remain effective.

The Company's internal control over financial reporting may not prevent or detect all misstatements because of inherent limitations. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

Cautionary Statement Regarding Certain Measures of Performance

This MD&A presents certain measures, including "cash costs", "all-in sustaining costs" "gold equivalent" and "EBITDA" that are not recognized measures under IFRS. This data may not be comparable to data presented by other gold producers. For a reconciliation of these measures to the most directly comparable financial information presented in the consolidated financial statements prepared in accordance with IFRS, see Non-IFRS Financial Performance Measures in this MD&A. The Company believes that these generally accepted industry measures are realistic indicators of operating performance and are useful in performing year-over-year comparisons. However, these non-IFRS measures should be considered together with other data prepared in accordance with IFRS, and these measures taken by themselves, are not necessarily indicative of operating costs or cash flow measures prepared in accordance with IFRS.

Note Regarding Forward-Looking Statements

Except for historical information, this MD&A may contain forward-looking statements within the meaning of applicable Canadian securities legislation. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.

The factors that could cause actual results to differ materially include, but are not limited to, the following:

General economic conditions; changes in financial markets; the impact of exchange rates; political conditions and developments in countries in which the Company operates; changes in the supply, demand and pricing of the metal commodities which the Company hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued production, exploration and development of the Company's properties.

This MD&A contains certain forward-looking statements inclusive of, but not limited to, timing of the mine development, twin incline construction, metals production, cash costs, all-in sustaining costs, exploration costs and growth capital costs. Although forward-looking statements and information contained in this MD&A are based on the beliefs of K92 management, which we consider to be reasonable, as well as assumptions made by and information currently available to K92 management, there is no assurance that the forward-looking statement or information will prove to be accurate. The assumptions made include assumptions about K92's ability to move forward with the development and mine expansion arrangements. The forward-looking statements and information contained in this MD&A are subject to current risks, uncertainties and assumptions related to certain factors including, without limitations, obtaining all necessary approvals, feasibility of the Company's mine and plant development in PNG, the accuracy of mineral reserve and mineral resources estimates, exploration and development risks, expenditure and financing requirements, title matters, the Company's dependency on the Kainantu Gold Mine for operating revenue and cash flows in the near term, operating hazards, metal prices, political and economic factors, competitive factors, general economic conditions, relationships with vendors and strategic partners, governmental regulation and supervision, the Company's ability to adequately account for potential mine closure and remediation costs, seasonality, technological change, industry practices, and one-time events as well as risks, uncertainties and other factors identified and described in more detail under the heading "Risk Factors" in the Company's most recent Annual Information Form, which may be viewed at www.sedar.com. Should any one or more of these risks or uncertainties materialize or change, or should any underlying assumptions prove incorrect, actual results and forward-looking statements and information may vary materially from those described herein.

The list is not exhaustive and although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended that should be considered carefully, and reasons should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any person assumes responsibility for the accuracy and completeness of these forward-looking statements. We undertake no obligation to update forward-looking statements or information except as required by law.

Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources.

This discussion uses the terms "measured resources" and "indicated resources". The Company advises investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.