



**K92 MINING INC.
HEALTH AND SAFETY COMMITTEE
CHARTER**

Purpose

The Health and Safety Committee (the “Committee”) assists the Board of Directors (the “Board”) of K92 Mining Inc. (the “Company”) in fulfilling its oversight responsibilities by monitoring and reviewing performance and recommending for approval policies and management systems with respect to health, environmental, safety and social responsibility related matters affecting the Company.

Organization

- a) The Committee shall consist of not less than three members and members of Executive Management may be members of the Committee.
- b) The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating & Corporate Governance Committee.
- c) A majority of the members of the Committee shall constitute a quorum.
- d) The Committee may form and delegate authority to subcommittees when appropriate.
- e) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Meetings

The Committee shall meet as frequently as circumstances require, but not less frequently than two times per year.

In the absence of the appointed Chair of the Committee at any meeting, the members shall elect a temporary chair from those in attendance at the meeting. The Chair, in consultation with the other members of the Committee and subject to the four meeting minimum noted above, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The Company’s Corporate Secretary, or nominee, shall be the Secretary of the Committee.

The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as the other directors in advance of the meeting.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

Reporting

The Committee shall report regularly to the Board. The Committee shall also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require.

Resources and Access to Information

The Committee shall have the authority to retain independent legal, engineering and other consultants to advise the Committee. The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall have direct access to anyone in the organization and may request any officer or employee of the Company or the Company's outside counsel or its auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the performance of the Committee's obligations.

Responsibilities

1. The Committee is responsible for reviewing and recommending, as appropriate, changes to the health, environmental, safety and social responsibility policies of the Company.
2. The Committee will, at least annually, monitor the status of compliance with the Company policies and applicable laws and regulations in the areas of health, environment, safety and social responsibility based on written reports from management.
3. In the event of the occurrence of a material health, environmental or safety incident where the occurrence is required to be reported to the appropriate authorities, the Committee will receive and review as soon as practicable a report from management detailing the nature of the incident and describing the remedial action being taken.
4. The Committee will periodically report to the Board on health, environment, safety and social responsibility issues affecting the Company.

This Charter will be reviewed annually to reassess its adequacy and any recommended changes will be submitted to the Board for approval.

Effective date

This Charter was implemented by the Board on May 20, 2016.