

1. Purpose

K92 Mining Inc., together with its subsidiaries (collectively “K92”, “we”, “our”, or the “Company”), is committed to conducting our business and operations in an environmentally and socially responsible manner consistent with our vision and mission to generate long-term, sustainable value for all of our stakeholders.

K92 values our relationships with our suppliers. We define “supplier” as any individual or entity providing goods or services to K92. We recognize that meaningful and mutually beneficial relationships with our suppliers are critical to accomplishing our mission and business success.

This Supplier Code of Conduct (the “Code”) sets out our expectation that our suppliers operate according to our core values.

2. Compliance With the Code

Suppliers are required to comply with this Code as a condition of doing business with the Company. The Code shall form part of all agreements between the Company and our suppliers. Failure by a supplier to comply with the Code may result in corrective actions by the Company, including, without limitation, the termination of a supplier agreement.

Acknowledging, respecting, and adhering to this Code is a minimum requirement for suppliers to conduct business with the Company. Each supplier is required to certify their awareness and compliance with the Code. By accepting any order or contract from the Company, the supplier agrees to be bound by the expectations and the minimum standards in this Code.

Suppliers are responsible for implementing the standards set out in this Code through their own supply chain by ensuring that their employees, contractors, subcontractors, and any agents, review and fully understand the contents of this Code and act in compliance with this Code.

3. Requirements

- A) Compliance with Laws and Regulations:** Suppliers must comply with all applicable laws, regulations, and rules in the jurisdictions in which they do business with or on behalf of K92. This includes, but is not limited to, environmental laws and regulations, labour laws, tax laws, health and safety regulations, international trade laws, and anti-corruption and anti-bribery laws.
- B) Ethical Conduct:** Suppliers must uphold high standards of integrity, honesty, and ethical behaviour. Bribery, corruption, and other unethical practices are strictly prohibited. In addition to complying with the *K92 Anti-Bribery and Anti-Corruption Policy*, suppliers must comply with all applicable anti-bribery and anti-corruption laws, including the *Corruption of Foreign Public Officials Act* (Canada) and the laws of the jurisdictions in which the supplier operates. Suppliers must never make or approve illegal payment to anyone including, without being limited to, K92 employees.

- C) Conflict of Interest:** Suppliers are expected to ensure transparency and integrity in all business dealings and contracts entered into with K92. Suppliers must avoid conflicts of interest or situations that might have the appearance of conflict of interest when doing business with K92. Suppliers must promptly disclose to K92 any perceived, potential or actual conflicts of interest. Interests include, but are not limited to, financial interests, ownership stakes, familial relationships, friendships, or any other relationship that might present a conflict of interest.
- D) Respecting Human Rights:** Suppliers must respect and uphold the human rights of their employees, contractors, and other people affected by their operations. Suppliers must respect human rights in a manner consistent with the Company's *Human Rights Policy* and with any higher standards required by applicable law when conducting Company business.
- E) Anti-Discrimination:** Suppliers must comply with all applicable laws related to anti-discrimination, and must not discriminate on the basis of race, gender, nationality, religious affiliation, marital or family status, sexual orientation, disability, or any other personal characteristic protected by law. Suppliers shall respect the rights, cultural diversity and customs of local communities and indigenous peoples that may be affected by their activities.
- F) Labour Practices:** Suppliers are required to meet, at a minimum, all applicable labour and employment laws and regulations in the jurisdictions they operate. Suppliers must comply with the Company's policies (*Human Rights Policy* and *Code of Business Conduct and Ethics*) with respect to the prohibition of modern slavery, including forced labour and child labour.
- G) Health and Safety:** Suppliers must provide a safe and healthy working environment for all their employees and contractors. This includes implementing appropriate safety measures and providing necessary training to comply with all applicable health and safety legal and regulatory requirements. Suppliers must also comply with the requirements in K92's *Health and Safety Policy*.
- H) Environmental Stewardship:** K92 seeks to avoid, minimize, mitigate, and remediate negative impacts on the environment and proactively manage risks. Suppliers must avoid, minimize, mitigate, and remediate their negative environmental impacts by implementing environmentally responsible practices and complying with all applicable environmental laws and regulations in the jurisdictions in which they operate. Suppliers must also maintain all required environmental permits and keep these available for inspection.
- I) Social Responsibility:** Suppliers are encouraged to identify opportunities to incorporate local procurement and employment and, when involving work conducted for or on behalf of K92, to coordinate engagement with local stakeholders through K92.
- J) Transparency and Accountability:** Suppliers must maintain transparency in their operations and provide accurate and timely information to the Company upon request. This includes participating in audits or assessments conducted by the Company or our designated third parties to ensure compliance with this Code's requirements. These audits are designed to assess and verify adherence to legal, ethical, environmental, and labour standards, fostering mutual accountability and continuous improvement in all business practices.
- K) Confidentiality:** All of the K92 information to which suppliers have access ("**Confidential Information**") must be kept confidential and shall only be used for the purposes of providing the goods or services to K92 for which suppliers have been engaged. Suppliers shall not disclose any Confidential Information without K92's express prior written consent.

- L) Insider Trading:** Suppliers must comply with all applicable insider trading laws. “Material Information” is information relating to the business and affairs of the Company that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company’s securities. Anyone, including suppliers, who obtain Material Information through engagement with K92 is forbidden from buying, selling, or trading in securities of the Company to which the Material Information relates, until the Material Information has been fully disclosed to the public by way of a press release and a reasonable period of time has passed in order for the information to be widely disseminated (at least two trading days after the issuance of the press release). In addition, Material Information should not be disclosed to any third party and should only be shared in the necessary course of the engagement with K92.
- M) Violations and Non-conformance:** Concerns regarding suspected violations of the Code must be made to a supplier’s K92 contract administrator, or to the Chair of the Audit Committee through the methods described in Schedule “A”. Any person reporting any concerns regarding suspected violations of the Code may do so anonymously. Any information submitted will be dealt with confidentially to the extent possible.
- N) Non-retaliation:** Suppliers must not retaliate against employees, contractors, or stakeholders who report violations of this Code or raise legitimate concerns about unethical or unlawful behavior. Such retaliation is a violation of the Code.

4. Review of Code

This Code will be reviewed by the K92 Board of Directors on an annual basis to ensure its effectiveness and relevance. Amendments may be made as necessary to align with changing business practices or regulatory requirements.

EFFECTIVE DATE

This Code was approved by the Board of Directors and is effective from May 13, 2024.

Supplier Code of Conduct

Schedule “A”

Reports can be made in writing to:

K92 Mining Inc.
c/o Audit Committee Chair – Mr. Saurabh Handa (Confidential)
1090 West Georgia Street, Suite 488
Vancouver, British Columbia, Canada
V6E 3V7

Or by email to: report@k92whistleblower.com