



## **POSITION DESCRIPTION**

### **CHAIR OF THE BOARD OF DIRECTORS**

The Chair is appointed by the Board of Directors (the “**Board**”) of K92 Mining Inc. (the “**Company**”).

If the Chair is not independent pursuant to the definitions of independence set out in National Instrument 52-110 – *Audit Committees* and any applicable rules and policies of the Toronto Stock Exchange and the New York Stock Exchange, or for such other reasons as the Board may determine, the Board may select one of the independent members of the Board to be appointed as the lead director (the “**Lead Director**”).

### **FUNCTIONS**

The primary functions of the Chair are to:

1. provide leadership and direction to the Board;
2. facilitate the operations and deliberations of the Board;
3. facilitate the satisfaction of the Board’s functions and responsibilities under its mandate;  
and
4. assume responsibility for the undertakings set out below.

### **RESPONSIBILITIES**

In addition to the responsibilities of all directors, and subject to the authority and responsibilities of the Lead Director (if any) and oversight of the Board, the Chair’s responsibilities include:

#### **1. Strategic Initiatives**

Working with the Board and the Company’s Chief Executive Officer (“**CEO**”) to develop and execute the Company’s strategic initiatives and to develop and maintain the Company’s relationships with those persons and organizations whose role, position, capital, influence or knowledge can assist in the success of the company’s strategic initiatives.

#### **2. Meetings**

- a) Scheduling Board meetings and setting the agenda for Board meetings.
- b) Presiding over meetings of the Board and assuming principal responsibility for the Board’s operation and functioning.

- c) Ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board.
- d) Ensuring that sufficient time is allotted at meetings for effective discussion of agenda items and key issues and concerns and fostering an environment in which directors ask questions and express their viewpoints.
- e) Providing opportunities for independent directors to meet at each Board meeting in the absence of non-independent directors, with such meetings to be presided over by the Lead Director (if any).
- f) Chairing all shareholder general meetings.

### **3. Leadership**

- a) Ensuring that Board functions are effectively carried out and, where functions have been delegated to Board Committees, the results are reported to the Board.
- b) Ensuring that the interests of stakeholders are duly considered by the Board.
- c) Fostering an environment of ethical and responsible decision making.
- d) Ensuring that Board decisions are followed up and carried out and reported on.
- e) Together with the Lead Director (if any) and the Nominating and Corporate Governance Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations for changes when appropriate.
- f) Retaining independent advisors on behalf of the Board as the Board or independent directors may deem necessary or appropriate.
- g) Providing additional services that may be required by the Board.

### **4. Communication with the Lead Director**

Engaging with the Lead Director (if any) to debrief on decisions reached and suggestions made at meetings or in-camera sessions of independent directors and to facilitate communication between management and the independent directors.

### **5. Relationship with Management**

- a) Acting as principal link between the directors and the CEO.

- b) Ensuring that the expectations of the Board and management are clearly expressed, understood and acted on.
- c) Working with the CEO to ensure the Company's operations are conducted in accordance with the commitments the Company has made.
- d) Ensuring that the Company has strong, productive relationships with shareholders, analysts and other stakeholders.
- e) Working with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- f) Ensuring there is an effective relationship between the Board and senior management of the Company.
- g) Working with the CEO to ensure that the Board is provided with the NECESSARY resources to permit it to carry out its responsibilities, and bringing to the attention of the CEO any issues that are preventing the Board from being able to carry out its responsibilities.
- h) Conducting an annual performance evaluation of the CEO.

**Adopted by the Board on March 26, 2021**