



K92 MINING INC.
(the "Company")

POSITION DESCRIPTION FOR BOARD COMMITTEE CHAIRS

The chair of any duly constituted committee of the board of directors of the Company (the "**Board**") will, in addition to such other duties as may be delegated to them by the Board or set out in the applicable committee charter:

- a. provide leadership to the committee with respect to its functions as described in the committee's charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the committee;
- b. foster ethical and effective decision making by the committee and its individual members;
- c. oversee the orientation of new committee members;
- d. take all reasonable steps to ensure that the members of the committee understand and discharge their duties and obligations as set out in the committee charter;
- e. ensure that the appropriate charter for the committee is in effect and assist the Nominating and Corporate Governance Committee, if applicable, in making recommendations for amendments to the charter;
- f. ensure that the committee meets on a regular basis and at the number of times per year required by the committee's charter;
- g. in consultation with the Chair of the Board, the committee members and Corporate Secretary, establish a calendar for holding meetings of the committee and determine the time and location of each meeting;
- h. establish the agenda for each meeting of the committee, with input from other committee members, the Chair of the Board, senior management and any other parties, as applicable;
- i. ensure that all committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the committee and that information is distributed to committee members in adequate time for committee members to consider the matters to be acted upon;
- j. chair meetings of the committee (unless not present), including in-camera sessions, stimulating appropriate deliberation, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;

- k. report to the Board on all proceedings and deliberations, key findings, activities and any recommendations of the committee at the first meeting of the Board after each committee meeting and at such other times and in such manner considered advisable;
- l. act as liaison and maintain communication with the Chair of the Board, the Board and other committee chairs to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the committee;
- m. report annually to the Board on the role of the committee and the effectiveness of the committee's role in contributing to the objectives and responsibilities of the Board as a whole;
- n. together with the Nominating and Corporate Governance Committee, ensure that an appropriate system is in place to evaluate the performance of the committee as a whole and the committee's individual members, and making recommendations to the Nominating and Corporate Governance Committee for changes when appropriate;
- o. establish regular goals and objectives for the committee and present those goals and objectives to the Board Chair for review;
- p. together with the Nominating and Corporate Governance Committee, oversee the structure, composition, membership and activities delegated to the committee from time to time;
- q. ensure that resources and expertise are available to the committee so that it may conduct its work effectively and efficiently, including appropriate access to relevant Company employees, and bring to the attention of the Chief Executive Officer any issues that are preventing the committee from being able to carry out its responsibilities;
- r. pre-approve work to be performed for the committee by consultants or other advisors;
- s. facilitate effective communication between members of the committee and management;
- t. at the request of the Board Chair, be available to answer questions on behalf of the Committee at the Annual General Meeting; and
- u. perform such other duties and responsibilities as may be delegated to the chair of the committee by the Board from time to time.

Approved by the Board of Directors on June 9, 2022.