



**K92 MINING INC.**

(the “Company”)

**CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION**

**I. APPOINTMENT**

The Board of Directors of the Company (the “**Board**”) must appoint a Chief Executive Officer (the “**CEO**”).

**II. AUTHORITY AND RESPONSIBILITIES**

The authority and responsibilities of the Chief Executive Officer (the “**CEO**”) shall include:

1. managing the day to day operation of the business of the Company;
2. having primary accountability for the profitability and growth of the Company;
3. accounting to the Board for all significant Company activities;
4. working with the Board and management to formulate the strategic direction of the organization and to carry out that strategic direction;
5. reporting regularly to the Chair and, where appropriate, the Board, with relevant, timely and quality information so that the Board can discharge its responsibilities effectively and, in particular, reporting on progress by the Company toward its strategic objectives and towards its short, medium and long term plans;
6. identifying and reviewing with the Board all significant risks to the Company’s business and ensuring the implementation of appropriate systems, procedures and controls to eliminate or mitigate such risks;
7. providing strong business leadership and vision to all employees;
8. developing and managing effective organizational structure and a strong team;
9. motivating, guiding and directing the management team, employees and contractors to fully contribute to Company objectives;
10. monitoring and evaluating the performance of the management of the Company and keeping the Board informed of their performance;
11. ensuring the development and maintenance of financial and administrative systems and controls;

12. monitoring the Company's expenditures within approved operating and capital budgets, along with the Chief Financial Officer of the Company;
13. arranging for capital and financing as required and acting as a visible, highly credible representative to financial markets, including analysts and investment dealers;
14. providing hands-on leadership in pursuing acquisitions and divestitures and development opportunities;
15. overseeing the implementation and compliance with key policies, including policies regarding disclosure and insider trading and risk management, as well as compliance with applicable legal and regulatory requirements;
16. reporting regularly to the Nominating and Corporate Governance Committee on progress by the Company toward its corporate responsibility objectives, including with respect to the Company's environmental, safety and health, corporate and social responsibility, and human rights programs, policies and performance;
17. developing positive and productive relationships with and representing the Company to external stakeholders, including shareholders, customers, contractors, suppliers, regulatory and governmental authorities;
18. actively promoting and contributing to the development of the culture of the Company;
19. approving the Company's management development and succession plans for senior management, and approving appointments and termination of senior management;
20. creating a positive profile of the organization in the business community and community at large;
21. representing the Board at official functions and meetings with significant shareholders or stakeholder groups; and
22. performing all other appropriate duties and responsibilities as assigned by the Board or a committee of the Board.

Adopted by the Board on May 20, 2016 and amended on \_\_\_\_\_.