



K92 MINING INC.

POSITION DESCRIPTION

CHIEF FINANCIAL OFFICER

The Chief Financial Officer (“CFO”) of K92 Mining Inc. (the “Company”) has the responsibility and specific duties described below.

1. Appointment

The CFO is appointed by, and reports to, the Board of Directors (the “Board”) and will have the competencies and skills determined by the Board.

2. Responsibility

The CFO is a critical leadership role, providing effective financial leadership for the Company. The primary objective of the CFO position is to serve as the key financial advisor for the Company. The CFO will ensure that business alternatives are accurately analyzed, providing strategic direction in the areas of treasury, financial reporting and control, accounting, hedging, tax planning and management information systems as they relate to overall corporate strategy, growth, and stability.

With the Chief Executive Officer and other members of senior management, the CFO sets a tone that fosters ethical and responsible decision-making and appropriate management and corporate governance practices.

The CFO must be fully informed with respect to the Company’s business strategy and able to properly position, communicate and promote the Company in the public and investor markets. Through proactive and regular activity, the CFO must be effective in increasing the valuation of the Company, and driving revenue and margins.

3. Specific Duties

The CFO will:

1. Assist in the general management of the Company.
2. Act as an advisor to the CEO and work constructively with the Board and management.
3. Provide financial leadership to permit the Company to be managed in the best interests of its stakeholders.
4. Provide leadership in all areas of finance and accounting.
5. Be a financial and strategic contributor to the Company, leading a proactive, responsible, approach to investment and financial functions.
6. Lead the development, preparation and implementation of strategic and operating business plans and budgets, and manage and direct all financial requirements associated with being a public

company, including the preparation and release of timely, accurate financial statements and all regulatory financial reports.

7. Measure the performance of the business and projects against plans, and make and implement recommendations and improvements.
8. With the CEO and other members of senior management, monitor the activities and resources of the Company, consistent with the strategic direction, financial limits and operating objectives approved by the Board.
9. Serve as the Company's governance liaison to financial rating agencies, and, together with other members of senior management, as an external spokesman as required, and as a liaison with stakeholders in the financial and investment communities.
10. Communicate in a timely fashion with the Audit Committee and the Board on material financial and accounting matters affecting the Company.
11. Together with other members of management, as needed, ensure appropriate and timely disclosure of material information.
12. Provide general supervision and management of the day-to-day financial and accounting affairs of the Company within the guidelines established by the Board, consistent with decisions requiring prior approval of the Board and the Board's expectations of management.
13. With the CEO and other members of senior management, ensure the accuracy, completeness, integrity and appropriate disclosure of the Company's financial statements and other financial information through appropriate policies and procedures.
14. With the CEO, provide the Board assurance that the proper systems are in place to identify and manage business risks, and confirm that such risks are acceptable to the Company and are within the guidelines established by the Audit Committee and the Board.
15. With the CEO and other members of senior management, establish and maintain the Company's internal controls over financial reporting and its disclosure controls and procedures through appropriate policies and procedures and provide required regulatory certifications regarding the Company and its activities.
16. With the CEO and other members of senior management, ensure appropriate financial risk, accounting and auditing policies and procedures of the Company are developed, maintained, approved and disclosed, as appropriate.
17. With the CEO, ensure the Company has sufficient liquidity to implement its business plans. Ensure that relationships with the financial community are cultivated and maintained, thereby maximizing the Company's ability to raise capital and obtain financing.
18. With the CEO and other members of senior management, ensure that commitments are reasonable and within the limits of delegated approval authorities.
19. With the CEO and other members of senior management, ensure that the Company has controls and procedures to manage cybersecurity risks.

20. Ensure that insurance coverage is adequate for the needs of the Company, its employees, officers and Board.
21. Carry out any other appropriate duties and responsibilities assigned by the Board or the CEO.
22. Ensure the development and implementation of the Company's information systems and technology strategy for effectively managing and growing the business platform.
23. Serve as a role-model, mentor and coach to others.

Adopted by the Board on May 20, 2016 and amended on February 23, 2022.