

K92 MINING INC.
NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on JULY 8, 2020

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “*Meeting*”) of the shareholders (the “*Shareholders*”) of **K92 MINING INC.** (the “*Company*” or “*K92*”) will be held virtually at <https://web.lumiagm.com/270269837> on **Wednesday, July 8, 2020 at 2:00 pm** (Pacific Time) for the following purposes:

1. to set the number of directors for the ensuing year at seven (7);
2. to elect the directors of the Company, to serve until the next annual general meeting of the shareholders or until their successors are elected or appointed;
3. to appoint the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditor;
4. to consider and, if thought advisable, to approve an ordinary resolution of the Company to approve the renewal of the stock option plan of the Company, as more particularly described in the accompanying Information Circular;
5. to receive the consolidated financial statements of the Company for the year ended on December 31, 2019, together with the report of the Company’s auditor thereon; and
6. to transact any other business which may properly come before the Meeting or at any adjournment or postponement thereof.

IMPORTANT NOTICE

Due to restrictions relating the Global COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, K92 Mining Inc. is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with K92 as well as other shareholders. Shareholders will not be able to attend the Meeting in person. We strongly encourage you to vote by proxy in advance of the Meeting date.

Registered Shareholders (being shareholders who hold their Shares directly, registered in their own names) and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/270269837> (Password: k92mining2020).

Non-Registered Shareholders (being shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able attend the Meeting as guests; however, they will not be able to vote at the Meeting.

If you are a Registered Shareholder of the Company who wishes to vote and are unable to attend the virtual Meeting, you must complete, date and sign the accompanying form of proxy and deliver it to the Company's transfer agent, TSX Trust Company ("**TSX Trust**"), by either of the methods below:

Internet - www.voteproxyonline.com

Mail -

TSX Trust Company
301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1

Fax - +1 (416) 595-9593

If applicable, please include the 12-digit control number found on the front of your proxy. To be eligible for voting at the Meeting, the form of proxy must be returned to or deposited with TSX Trust **no later than 2:00 p.m. (Pacific time) on July 6, 2020**, or if the Meeting is adjourned or postponed, at least 48 business hours (where "business hours" means hours on days other than a Saturday, Sunday or any other holiday in British Columbia) before the time on the date to which the Meeting is adjourned or postponed.

If you are a Beneficial Shareholder (as defined in the accompanying Information Circular), please follow the instructions contained in any voting instruction form provided to you by your broker, investment dealer or other intermediary. If you received a voting instruction form, you are a Beneficial Shareholder that holds your common shares through a broker, investment dealer or other intermediary and must provide your instructions as specified in the voting instruction form in sufficient time prior to the proxy deadline.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form ("VIF"), to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or VIF and following the instructions for submitting such form of proxy or VIF. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or VIF. If you wish that a person other than the management nominees identified on the form of proxy or VIF attend and participate at the Meeting as your proxy and vote your Shares, including if you are a non-registered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or VIF identifying such proxyholder by 2:00 p.m. (Pacific Time) on July 6, 2020. Failure to register the proxyholder will result in the proxyholder not receiving a Control Number to participate in the Meeting. Without a Control Number, proxyholders will not be able to attend, participate or vote at the Meeting. In order to register a proxyholder, whether yourself or a third party, shareholders **MUST** email TSX Trust Company ("TSX Trust") at tmxinvestorservices@tmx.com with their proxyholder's contact information, so that TSX Trust may provide the proxyholder with a Control Number via email.

Please note that the Company is not utilizing the notice-and-access mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial shareholders.

Accompanying this Notice are: an Information Circular, a form of Proxy or Voting Instruction Form containing voting instructions from your broker, and a voluntary Mailing List Return Card.

The Board of Directors has fixed **June 1, 2020 as the record date** for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

We value your opinion and participation in the Meeting as a shareholder of K92. Please review the accompanying Information Circular before voting as it contains important information about the Meeting. It is important that you exercise your vote, either virtually at the Meeting, on the internet, or by mail, by completing and returning the enclosed proxy or voting instruction form.

Dated at Vancouver, British Columbia this 1st day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF
K92 MINING INC.**

“John D. Lewins”

John D. Lewins
Chief Executive Officer

For assistance with proxy voting, please contact:

TSX Trust Company

Email TMXInvestorServices@tmx.com
Fax +1-416-595-9593