**FORM 51-102F3**

# MATERIAL CHANGE REPORT

**Item 1** **Name and Address of Company**

K92 Mining Inc. ("**K92**" or the "**Company**")
Suite 488 – 1090 West Georgia Street
Vancouver, B.C. V6E 3V7

**Item 2** **Date of Material Change**

April , 2018

**Item 3** **News Release**

The news release dated April 30, 2018 was issued in Vancouver, British Columbia and disseminated through GlobeNewswire.

**Item 4** **Summary of Material Change**

The Company announced the grant of 2,230,000 stock options to directors, officers, employees and consultants of the Company, pursuant to the terms of the Company's Stock Option Plan. The options are exercisable at $0.85 per share, expire on April 30, 2023, and vest in quarterly increments over 12 months from the date of grant.

**Item 5** **Full Description of Material Change**

The Company announced the grant of 2,230,000 stock options to directors, officers, employees and consultants of the Company, pursuant to the terms of the Company's Stock Option Plan. The options are exercisable at $0.85 per share, expire on April 30, 2023, and vest in quarterly increments over 12 months from the date of grant.

**Item 6** **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7** **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

**Item 8** **Executive Officer**

John D. Lewins, CEO
Tel: 604-687-7130
Fax: 604-608-9110

**Item 9** **Date of Report**

This report is dated the 3rd day of May, 2018.