

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

July 16, 2020

Item 3 News Release

The news release dated July 16, 2020 was issued in Vancouver, British Columbia and disseminated through GlobeNewswire.

Item 4 Summary of Material Change

The Company announced the appointment of Anne Giardini as a director of the Company.

Item 5 Full Description of Material Change

The Company announced the appointment of Anne Giardini as a director of the Company. Ms. Giardini, QC, has over 30 years of experience as a lawyer, senior executive and director. She brings extensive expertise in the areas of strategy, governance, public reporting, financings, mergers and acquisitions, aboriginal affairs, safety and environment, government relations, litigation, and employment and labour matters.

Ms. Giardini’s extensive board experience includes, in the mining sector, having served on the boards of Nevsun Resources Ltd. and Thompson Creek Metals Company Inc.

She is recognized for expertise on natural resource development, public and government relations, safety, risk and brand management, and manufacturing.

Ms. Giardini holds an L.L.M. from Trinity Hall, University of Cambridge, an L.L.B. from the University of British Columbia, and a B.A. from Simon Fraser University.

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, President
Tel: 604-687-7130

Item 9 Date of Report

This report is dated the 16th day of July, 2020.