



**Annual General and Special Meeting of Shareholders
of K92 Mining Inc. (the “Company”)
held on October 28, 2021**

REPORT OF VOTING RESULTS

This report is being filed pursuant to section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations* and discloses the voting results for each matter voted upon at the annual general and special meeting of shareholders of the Company (the “Shareholders”) held on October 28, 2021 (the “Meeting”). Each of the matters voted upon at the Meeting is described in greater detail in the Management Information Circular (the “Circular”) for the Meeting, dated September 20, 2021, that was sent to Shareholders and filed at www.sedar.com and on the Company’s website at www.k92mining.com.

Common shares issued and outstanding as at September 20, 2021 (“Record Date”):	222,426,497
Common shares represented at the meeting:	145,080,169
Percentage of total shares represented at the Meeting:	65.23%

The matters voted on at the Meeting and the results of the voting were as follows:

Item 1: Setting the Number of Directors

On a vote by electronic ballot, the number of directors of the Company was set at eight (8). The total votes cast by all Shareholders present in person or by proxy were as follows:

Number of Votes For	Percentage of Votes Cast	Number of Votes Against	Percentage of Votes Cast
132,174,277	99.67%	441,295	0.33%

Item 2: Election of Directors

According to proxies received and vote by electronic ballot, the following nominees were elected as directors to serve until the next annual meeting of shareholders of the Company or until his or her successor is duly elected or appointed.

Name of Director Nominee	Votes For		Votes Withheld	
	Number	%	Number	%
R. Stuart (Tookie) Angus	119,795,225	90.33	12,820,347	9.67
Mark Eaton	130,019,935	98.04	2,595,637	1.96
Anne E. Giardini	129,099,722	97.35	3,515,850	2.65
Saurabh Handa	128,036,522	96.55	4,579,050	3.45
Cyndi Laval	129,954,783	97.99	2,660,789	2.01
John D. Lewins	128,810,138	97.13	3,805,434	2.87
John (Ian) Stalker	88,633,468	66.84	43,982,104	33.16
Graham Wheelock	129,652,087	97.77	2,963,485	2.24

Item 3: Appointment of Auditor

On a vote by electronic ballot, the Shareholders re-appointed PricewaterhouseCoopers LLP as the Company's auditor for the ensuing year and authorized the directors to fix the auditor's remuneration. The total votes cast by all Shareholders present in person or by proxy were as follows:

Votes For	Percentage For	Votes Withheld	Percentage Withheld
144,250,152	99.43%	830,017	0.57%

Item 4: Adoption of New Articles

On a vote by electronic ballot, the Shareholders approved the special resolution to adopt the new Articles to replace the Company's current Articles, as more particularly set out in the Circular. The total votes cast by all Shareholders present in person or by proxy were as follows:

Votes For	Percentage For	Votes Against	Percentage Against
131,891,838	99.45%	723,734	0.55%

Item 5: Adoption of Share Compensation Plan

On a vote by electronic ballot, the Shareholders approved the ordinary resolution to adopt the Company's Share Compensation Plan, as more particularly set out in the Circular. The total votes cast by all Shareholders present in person or by proxy were as follows:

Votes For	Percentage For	Votes Against	Percentage Against
117,338,455	88.48%	15,277,117	11.52%

Dated: October 28, 2021

K92 Mining Inc.

/s/ Nancy La Couvée

Per: Nancy La Couvée
Corporate Secretary