

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**

November 19, 2018

Item 3 **News Release**

The news release dated November 19, 2018 was issued in Vancouver, British Columbia and disseminated through GlobeNewswire.

Item 4 **Summary of Material Change**

The Company announced the grant of 1,730,000 stock options to officers, employees and consultants of the Company, pursuant to the terms of the Company’s Stock Option Plan. The options are exercisable at \$0.74 per share, expire on November 19, 2023, and vest in quarterly increments over 12 months from the date of grant.

Item 5 **Full Description of Material Change**

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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: +1-604-687-7130
Fax: +1-604-608-9110

Item 9 **Date of Report**

This report is dated the 19th day of November, 2018.