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**

December 8, 2020

Item 3 **News Release**

The news release dated December 8, 2020 was issued in Vancouver, British Columbia and disseminated through GlobeNewswire.

Item 4 **Summary of Material Change**

The Company announced that it received final approval for the listing of its common shares (the "**Common Shares**") on the Toronto Stock Exchange (the "**TSX**").

The Common Shares commenced trading on the TSX effective as of the open of the market on December 9, 2020. Upon listing on the TSX, the Common Shares will continue to trade under the symbol "KNT".

In conjunction with listing on the TSX, the Common Shares were voluntarily delisted from the TSX Venture Exchange effective at the commencement of trading on the TSX.

Item 5 **Full Description of Material Change**

The Company announced that it received final approval for the listing of its common shares (the "**Common Shares**") on the Toronto Stock Exchange (the "**TSX**").

The Common Shares commenced trading on the TSX effective as of the open of the market on December 9, 2020. Upon listing on the TSX, the Common Shares will continue to trade under the symbol "KNT".

In conjunction with listing on the TSX, the Common Shares were voluntarily delisted from the TSX Venture Exchange effective at the commencement of trading on the TSX.

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: +1-604-687-7130

Item 9 **Date of Report**

This report is dated the 8th day of December, 2020.