

GIYANI GOLD CORP.

**Annual General and Special Meeting of Shareholders
of Giyani Gold Corp. (the "Corporation") held on June 29, 2017**

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 and Special Meeting of Shareholders of the Corporation held on June 29, 2017 (the "Meeting").

MATTERS VOTED UPON

1. Election of Directors

The election of the following persons as directors of the Corporation to hold office until the next annual meeting or until their successors are elected or appointed:

<u>Nominee</u>	<u>Votes For</u>	<u>%</u>	<u>Withheld</u>	<u>%</u>
Duane Parnham	12,548,916	96.74%	422,730	3.26%
Eugene Lee	12,851,416	99.07%	120,320	0.93%
John Petersen	12,851,416	99.07%	120,320	0.93%
Scott Breard	9,502,203	73.25%	3,469,443	26.75%

2. Appointment of Auditor

The appointment of MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to approve the auditor's remuneration passed with 97.96% of votes cast in favour.

3. Approval of Stock Option Plan

The resolutions approving the Stock Option Plan of the Corporation passed with 99.03% of the votes cast in favour.

4. Approval of Shares for Debt

The resolutions approving the Shares for Debt of the Corporation passed with 99.02% of the votes cast in favour.

Dated: June 30, 2017

GIYANI GOLD CORP.

By: " Duane Parnham "

Title: Executive Chairman