



## GIYANI GOLD CORP.

### NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** (the “**Notice**”) that an annual general & special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of Giyani Gold Corp. (the “**Corporation**”) will be held at the offices of the Corporation at 277 Lakeshore Road East, Suite 403, Oakville Ontario L6J 6J3, on Thursday June 29, 2017 at 2:30 p.m. (Toronto time). The Meeting is being convened to receive the audited consolidated financial statements of the Corporation as at and for the year ended December 31, 2016, together with the report of the auditors thereon, to elect the directors of the Corporation, to appoint the auditor of the Corporation and fix the auditor’s remuneration, and to re-approve the Corporation’s stock option plan, and such other business as more particularly described in the management information circular dated May 19, 2017 (the “**Circular**”).

#### **Matters to Vote On**

The Shareholders will be asked to vote on the following matters at the Meeting:

- 1) **Election of Directors.** Shareholders will be asked to elect directors of the Corporation who will serve until the next annual meeting of shareholders. Information respecting the election of directors may be found in the “Particulars of Matters to be Acted Upon – Election of Directors” section of the Circular.
- 2) **Appointment of the Auditor.** Shareholders will be asked to appoint MNP LLP, Chartered Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor. Information respecting the appointment of auditor may be found in the “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” section of the Circular.
- 3) **Approval of Stock Option Plan.** Shareholders will be asked to re-approve the Corporation’s stock option plan in accordance with the requirements of the TSX Venture Exchange. Information respecting the stock option plan may be found in the “Particulars of Matters to be Acted Upon – Approval of Stock Option Plan” section of the Circular.
- 4) **Approval of Shares for Debt.** Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the issuance of Shares of the Corporation to a Related Party who is an officer and director of the Corporation to settle outstanding amounts owed to the Related Party by the Corporation, of which the details and the full text of the resolution are set out in the attached Circular.
- 5) **Other Business.** Shareholders may be asked to consider proposals submitted by the Shareholders, subject to the Corporation’s advance notice policy. Information respecting the Corporation’s advance notice policy may be found in the “Advance Notice Policy” section of the Circular.

#### **Website Where Meeting Materials are Posted**

The Circular, financial statements of the Corporation for the year ended December 31, 2016 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2016 (“**MD&A**”) may be viewed online via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website at [www.giyanigold.com](http://www.giyanigold.com).

#### **Obtaining Paper Copies of Materials**

Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting Computershare toll-free at 1-866-964-0492 or upon request to the Corporation’s Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Computershare, as applicable, by June 19, 2017 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

### **Notice-and-Access**

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders. The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR and one other website, rather than mailing paper copies of such materials to Shareholders. The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Shareholders with questions about notice-and-access can call the Corporation’s transfer agent Computershare Investor Services Inc. (“**Computershare**”) toll-free at 1-866-964-0492.

### **Voting**

The board of directors of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed the close of business on May 19, 2017 as the record date (the “**Record Date**”) for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting. Only Shareholders of record at the close of business on May 19, 2017 are entitled to vote at the Meeting.

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for a registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders).**

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

Dated at Oakville, Ontario this 19th day of May, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

**(Signed) “*Duane Parnham*”**

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***DUANE PARNHAM***  
Executive Chairman & Director