

FORM 62-103F1

**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**1. Security and Reporting Issuer**

*1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates of common shares (the “**Common Shares**”) the following issuer:

Giyani Metals Corp. (the “**Issuer**”)  
277 Lakeshore Road East Unit 403  
Oakville, Ontario  
L6J 6J3

*1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The transaction that triggered this report (the “**Transaction**”) was the Seller Gifting 3,000,000 common shares to three private entities on October 11, 2018.

**2. Identity of the Seller**

*2.1 State the name and address of the acquiror.*

Duane Parnham (the “**Seller**”)  
Dale House on Skyline Drive  
P.O. Box 59223 Slot 532  
Nassau Bahamas

*2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

The Transaction occurred on October 11, 2018 and was a private secondary market share disposition to three counterparty completed pursuant to a gift share arrangement.

*2.3 State the name of any joint actors.*

N/A

**3. Interest in Securities of the Reporting Issuer**

*3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.*

The Seller disposed of 3,000,000 Common Shares on October 11, 2018.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Pursuant to the Transaction, the Seller disposed ownership over the Common Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

N/A

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the Transactions, the Seller owned or controlled 9,418,668 Common Shares, 208,909 warrants and 1,000,000 stock options representing approximately 11.5% of the issued and outstanding Common Shares on a non-diluted basis and 12.8% on a partially-diluted basis. Following completion of the Transaction, the Seller owned or controlled 6,418,668 Common Shares, 209,909 warrants and 1,000,000 stock options, representing approximately 7.8% of the issued and outstanding Common Shares on a non-diluted basis and 9% on a partially-diluted basis.

3.5 State the designation and number or principal amount of securities and the Seller's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the seller, either alone or together with any joint actors, has ownership and control,

See Item 3.4 above.

(b) the seller, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

N/A

(c) the seller, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

N/A

3.6 If the Seller or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

N/A

3.7 If the Seller or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

N/A

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

N/A

*3.8 If the Seller or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Seller's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

N/A

#### **4. Consideration Paid**

*4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total*

The Common Shares were disposed at price of \$0.00 per share for aggregate consideration of Nil.

*4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Items 3.1 and 4.1.

*4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

N/A

#### **5. Purpose of the Transaction**

*5.1 State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.*

The disposition was made solely for estate planning purposes and the shares were gifted to each of three children above the age of 25 years old living in separate resident addresses in Canada.

*5.2 Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*

The Seller has a long-term view of the investment and may acquire additional shares either on the open market or through private acquisitions or sell the shares either on the open market or through private dispositions in the future depending on market conditions, reformulation of investment plans and/or other relevant factors.

(b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*

N/A

(c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

N/A

(d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*

N/A

(e) *a material change in the present capitalization or dividend policy of the reporting issuer; a material change in the reporting issuer's business or corporate structure;*

N/A

(f) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*

N/A

(g) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*

N/A

(h) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*

N/A

(i) *a solicitation of proxies from securityholders;*

N/A

(j) *an action similar to any of those enumerated above.*

N/A

**6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

***Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer***

*or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

N/A

#### **7. Change in material fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the seller under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

N/A

#### **8. Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

N/A

#### **9. Certification**

I, as the acquirer, certify that the statements made in this report are true and complete in every respect.

DATED this 15th day of October, 2018.

*"Duane Parnham"*

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**Duane Parnham**