



**GIYANI METALS CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** (the "**Notice**") that an annual and special meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares of Giyani Metals Corp. (the "**Company**" or "**Giyani**") to be held at the following time and place:

**When:** Wednesday, September 27, 2023 at 9:00 a.m. (Toronto time).

**Where:** The offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, M5L 1B9 Canada.

The Meeting is being convened to receive the audited consolidated financial statements of the Company for the year ended December 31, 2022, together with the report of the auditors thereon, to set the number of directors of the Company, to elect the directors of the Company (each a "**Director**"), to re-appoint the auditor of the Company and fix the auditor's remuneration, to approve and ratify the Company's rolling stock option plan ("**Stock Option Plan**") and to transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

**Matters to Vote On**

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

- (1) **Number of Directors.** Shareholders will be asked to set the number of Directors at seven (7).
- (2) **Election of Directors.** Shareholders will be asked to elect Directors who will serve until the next annual meeting of shareholders. Information respecting the election of Directors may be found in the "*Business of the Meeting – Election of Directors*" section of the management information circular dated August 25, 2023 (the "**Circular**") that accompanies this Notice.
- (3) **Re-Appointment of the Auditor.** Shareholders will be asked to re-appoint MNP LLP, Chartered Accountants, as the auditor of the Company ("**Auditors**") for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors. Information respecting the appointment of Auditors may be found in the "*Business of the Meeting – Re-Appointment and Remuneration of Auditors*" section of the Circular.
- (4) **Approval of the Stock Option Plan.** Shareholders will be asked to consider, and if deemed appropriate, pass, with or without variation, an ordinary resolution approving and ratifying the Company's Stock Option Plan in accordance with the requirements of the TSX Venture Exchange (the "**TSXV**"). Information respecting the Stock Option Plan may be found in the "*Business of the Meeting – Approval of Stock Option Plan*" section of the Circular.
- (5) **Other Business.** Shareholders will be asked to transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

## **Voting**

The board of Directors of the Company has fixed the close of business on August 23, 2023, 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 August 23, 2023, 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 adjournment or postponement 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 Toronto, Ontario this 25<sup>th</sup> day of August 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

***"Jonathan Henry"***

**Jonathan Henry  
Chair**

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