



**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 3 More London Riverside, London, SE1 2AQ, United Kingdom on Friday, November 15, 2024 at 10:00 a.m. (BST), for the following purposes:

- (1) to receive the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the report of the auditors thereon;
- (2) to set the number of Directors at four (4);
- (3) 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 October 16, 2024 (the "**Circular**") that accompanies this Notice;
- (4) 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;
- (5) to consider, and if deemed appropriate, pass, with or without variation, an ordinary resolution approving and ratifying the Company's Long-Term Incentive Plan in accordance with the requirements of the TSX Venture Exchange (the "**TSXV**"). Information respecting the Omnibus Long-term Incentive Plan may be found in the "*Business of the Meeting – Approval of Omnibus Long-term Incentive Plan*" section of the Circular; and

to transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. This notice is accompanied by a management information circular, form of proxy and the annual financial statements of the Company for the year ended December 31, 2023 together with the report of the auditors thereon.

The board of Directors of the Company has fixed the close of business on October 11, 2024, as the record date (the "**Record Date**") for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting and any adjournments or postponements thereof. 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 October 11, 2024, 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).**

As a Shareholder, it is very important that you read the management information circular of the Company dated October 16, 2024 and other Meeting materials carefully. They contain important information with respect to voting your securities and attending and participating at the Meeting.

Dated at Toronto, Ontario this 16<sup>th</sup> day of October 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Mark Burnett" (signed)*  
Interim Chair