



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 Plot 2520, Sobhuza Road, Extension 9, Gaborone on Thursday, February 5, 2026 at 7:30 a.m. (CAT), for the following purposes:

- (1) to receive the audited consolidated financial statements of the Company for the year ended December 31, 2024, and the auditors' report thereon;
- (2) to set the number of Directors at six (6);
- (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 January 6, 2026 (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 of disinterested shareholders 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
- (6) 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, 2024, together with the auditors' report thereon.

The Board of Directors of the Company has fixed the close of business on January 2, 2026, 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 January 2, 2026, 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 January 6, 2026 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 6th day of January 2026.

**BY ORDER OF THE BOARD
OF DIRECTORS**

"Nigel Robinson" (signed)

Interim Executive Chair