

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

GIGA METALS CORPORATION (the “Company”)  
#203 – 700 West Pender Street  
Vancouver, BC V6C 1G8

**Item 2. Date of Material Change**

August 27 2024

**Item 3. News Release**

The News Release dated August 21, 2024 was disseminated by Notified News Service on August 21, 2024.

**Item 4. Summary of Material Change**

The Company closed 1,166,666 at \$0.15 per Unit for gross proceeds of \$175,000. Each Unit consists of one share and one share purchase warrant. Each full warrant is exercisable at Cdn. \$0.22 for three years, expiring August 7, 2027 and August 21, 2027 respectively. The securities issued have a hold period expiring 4 months plus one day after issuance, being December 8, 2024 and December 22, 2024 respectively.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The material change is fully described in Item 4 above and in the attached News Release which has been filed on SEDAR+.

Mark Jarvis, the Company’s CEO, purchased 150,000 Units in the Private Placement. The participation of Mr. Jarvis in the Private Placement constitutes a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company has determined that the transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of securities issued to Mr. Jarvis nor the consideration paid by Mr. Jarvis exceeded 25 percent of the Company’s market capitalization. The Company did not file a material change report in respect of the transaction 21 days in advance of closing of the Private Placement because Mr. Jarvis’ participation had not been confirmed. The shorter period was necessary in order to permit the Company to close the Private Placement in a timeframe consistent with usual market practice for transactions of this nature.

**5.2 Disclosure for Restructuring Transactions** Not Applicable.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Leslie Young (Tel – 604 681 2300)



# GIGAMETALS

## CORPORATION

August 21, 2024

TSX.V - GIGA

### **Giga Metals Completes Non-Brokered Private Placement**

**NOT FOR DISTRIBUTION TO U.S. NEWSWIRES OR DISSEMINATION IN THE UNITED STATES**

(Vancouver BC) Mark Jarvis, CEO of Giga Metals Corp. (TSX.V – GIGA) (“**Giga**” or the “**Company**”) announced today that Giga has completed the non-brokered private placement (the “**Private Placement**”) previously announced (July 17, 2024 and August 7 2024).

The Company closed 1,166,666 at \$0.15 per Unit for gross proceeds of \$175,000. Each Unit consists of one share and one share purchase warrant. Each full warrant is exercisable at Cdn. \$0.22 for three years, expiring August 7, 2027 and August 21, 2027 respectively. The securities issued have a hold period expiring 4 months plus one day after issuance, being December 8, 2024 and December 22, 2024 respectively.

Insiders participated as to 150,000 Units.

No control blocks were created as a result of the private placement.

Proceeds of the private placement will be used for general corporate purposes.

Finders fees were paid on 786,666 units for a total of \$8,260 in cash plus a total of 55,067 finders warrants. Each finders warrant is exercisable into one share at a price of \$0.22 for a period of one year, expiring August 7, 2025 and August 21, 2025 respectively.

#### **About Giga Metals Corporation**

Giga Metals Corporation’s core asset is the [Turnagain Project](#), located in northern British Columbia, which contains one of the few significant undeveloped sulphide nickel and cobalt resources in the world. Turnagain is held in Hard Creek Nickel, a subsidiary owned 85% by Giga Metals Corporation and 15% by Mitsubishi Corporation. The Pre-Feasibility Study was released in October 2023.

## **Forward-looking Statements**

*Certain statements in this news release are forward-looking statements, which reflect the expectations of the Company. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements include, but are not limited to, the use of proceeds of the First Tranche. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including management's discretion to reallocate the net proceeds of the First Tranche. These forward-looking statements are made as of the date of this news release and, except as required by applicable securities laws, the Company assumes no obligation to update these forward-looking statements, or to update the reasons why actual results differed from those projected in the forward-looking statements.*

On behalf of the Board of Directors,

**MARK JARVIS**

**CEO**

Contact Information

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Company Website: [www.gigametals.com](http://www.gigametals.com)

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