



Technical, Environmental, Health, Safety and Sustainability Committee Charter

Approved: March 24, 2022

PURPOSE

The Technical, Environmental, Health, Safety and Sustainability Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of Giyani Metals Corp. (the "**Company**"). The Committee assists the Board in evaluating, assessing and reviewing the Company's engineering and geological reports and data or any documentation pertaining to the acquisition, exploration, development or disposal of mineral properties. Furthermore, it reviews and monitors:

- a) the Company's safety, environment and social responsibility policies;
- b) the Company's activities as they relate to health and safety of employees in the workplace; and
- c) the Company's activities relating to sustainable business practices and striving for carbon neutrality.

STRUCTURE OF THE COMMITTEE

Composition

The Committee shall be comprised of Company's Chief Executive Officer and up to three non-executive directors, so that a majority of the Committee members shall be "independent directors" as defined by National Instrument 58-101.

Appointment of Members

The Committee members shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

Appointment of Chair

The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not designated or present at a meeting, the members of the Committee may designate a Chair for the meeting by majority vote of the Committee membership.

MEETINGS OF THE COMMITTEE

Rules of Procedure

Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.

Occurrence of Meetings

In order to discharge its responsibilities, the Committee shall meet at least once a year and shall otherwise meet at such times as the Chair of the Committee shall designate.

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Quorum

At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be the act of the Committee.

Participation by Members

Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.

Consent Resolution

Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.

Agenda

The Chair of the Committee develops the agenda for each meeting of the Committee in consultation with the Board chair. The agenda and the appropriate material are provided to members of the Committee on a timely basis prior to any meeting of the Committee.

RESPONSIBILITIES OF THE COMMITTEE

Technical Matters

The Committee shall assist management in fulfilling its responsibility for oversight of the development of corporate exploration and development projects. The Committee is responsible for the following tasks, in each case subject to the assistance and oversight of management:

- a) Review and approve technical (geological, drilling, mine engineering and process engineering) plans, schedules, and budgets;
- b) Review and approve any release of material containing technical (engineering or geological) information for compliance with National Instrument 43-101 and industry standards, including, but not limited to news releases containing technical or geological information, information circulars, annual information forms, management discussion and analysis, technical reports, preliminary economic analyses, pre-feasibility studies, and feasibility studies;
- c) Design, establish and monitor controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that development of corporate exploration and development projects are on schedule and within budget;
- d) Discuss with management and Board all relevant information with respect to the Committee's proceedings;
- e) Reviewing recommendations of management with respect to the acquisition or disposal of mineral properties;
- f) To monitor all incoming and outgoing documentation, records and citations of the Company's business pertaining to the acquisition or disposal of mineral properties and public disclosure of exploration results pertaining to them; and
- g) To provide an independent technology resource to members of the Board, as required from time to time, by verbal or written reports, and by meetings with the Board, if necessary.

- h) In discharging its duties, the Committee shall have full access to all of the Company's books, records, facilities, and personnel.

Health and Safety Matters

The Company is committed to providing and maintaining a safe and healthy working environment where all directors, officers, employees, consultants and contractors conduct themselves in a responsible and safe manner.

The Company is committed to achieving a high standard of Occupational Health and Safety ("OHS") through implementation of all related policies, procedures, standards and continuous improvement of management systems, setting targets and monitoring performance.

It is the Company's belief that all accidents and injuries are preventable. To achieve a zero-accident culture the Company will, as appropriate to the size and nature of operations from time to time:

- a) identify and manage the Company's key health and safety risks;
- b) comply with all applicable laws and regulations as well as aim to achieve best practice in OHS that meet international standards;
- c) integrate management of health and safety strategies into the Company's key business and planning processes;
- d) provide employees with the training and resources required to minimize the risks of their work activities;
- e) require that contractors (and their sub-contractors) provide their employees and service providers with the training and resources required to minimize the risks of their work activities;
- f) encourage and support employees and contractors to promote initiatives to continuously reduce OHS risks associated with the Company's activities;
- g) provide adequate emergency response resources, emergency exercises and related training;
- h) ensure that work / access permit systems are diligently and correctly used by all staff and contractors;
- i) ensure that all new employees, contractors and their sub-contractors, and visitors are appropriately informed of the Company's OHS policies, procedures and requirements through induction prior to access to the Company's sites;
- j) achieve and maintain high levels of workplace hygiene at all times;
- k) communicate and enforce the Company's OHS standards with all contractors; and
- l) review, as appropriate, the Company's health and safety management systems and performance.

Environmental and Sustainability Matters

The Company is committed to providing, maintaining and overseeing the Company's practices, policies and behaviours. It must also consider the Company's impact to the host communities and environments in which it operates. The Company's reputation as a responsible mining company benefits all its stakeholders and is essential to the Company's ability to maintain its social license to operate within the investor community as well as the communities in which it operates. Responsibilities include:

- a) to review and monitor the environmental policies and activities of the Company on behalf of the Board;

- b) to review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking all necessary action reasonable in the circumstances to protect the environment and host communities and that the Company has been duly diligent in carrying out its responsibilities and activities in that regards;
- c) to ensure that all employees contractors, sub-contractors, suppliers, consultants and third parties contracted and associated with the development of any Company project understand their roles and responsibilities in the respect and management of the environment;
- d) to report on a timely basis to the Board on matters coming before the Committee relating to environmental policies, activities and incidents of the Company for consideration and the manner of disposition; and
- e) to work with all stakeholders to ensure that the Company can perform as close to a zero-carbon footprint as possible in all aspects of its operations.

METHOD OF OPERATION

The Committee shall operate as follows:

- Members of the Committee are appointed and removed by the Board.
- Meetings of the Committee are held at least annually and as required.
- The Chair of the Committee reports regularly to the Board on the business of the Committee.
- The Committee may, in appropriate circumstances, engage external advisors and set and pay their compensation, subject to advising the Board chair thereof.
- The Committee annually reviews its mandate and reports to the Board on its adequacy.

RESOURCES AND AUTHORITY

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. After discussion with the Board, it shall have the ability to retain, at the Company's expense, such consultants or legal assistance it deems necessary in the performance of its duties.

The Corporate Governance and Nominating Committee annually reviews and reports to the Board on the performance and assessment of the Committee and its members.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Committee.