



WHISTLE BLOWER POLICY

PURPOSE

Giyani Metals Corp. (the "**Company**") and its majority and wholly-owned subsidiaries (the "**Subsidiaries**") is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively "**Legal or Accounting Concern**") and concerns around employee wellbeing in all the jurisdictions in which it operates.

The Company's **Code of Business Conduct and Ethics** (the "**Code**") was given to you to ensure that you understand and agree with the Company's commitment to a culture of **honesty, integrity and accountability**. The Code together with this Whistle Blower Policy are both available from the CFO or Secretary of the Company.

As part of its Corporate Governance practices, the Whistle Blower Policy (the "**Policy**") allows employees throughout the organization to report any employee wellbeing concerns, Legal or Accounting Concern without fear of reprisal from their fellow employees, supervisor or other Company officials. For the purposes of this Policy, Legal or Accounting Concern is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some manner not right or proper. Examples would include:

- a) violation of any applicable law, rule or regulation that relates to reporting disclosure;
- b) violation of the Code;
- c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of the Subsidiaries;
- d) bullying or coercive treatment of other employees;
- e) fraud or deliberate error in the recording and maintaining of financial records or the Company or any of the Subsidiaries;
- f) deficiencies in or noncompliance with the Company or any of the Subsidiaries internal policies and controls;

- g) misrepresentation of a false statement by or to a director, officer or employee of the Company or any of the Subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- h) deviation from full and fair reporting of the Company's consolidated financial condition.

Guidelines and Communications of the Policy

The Code provides the guidelines for director, officer, employee and consultant ("**Employees**") behaviour and establishes the basis for open communication. It has been written and distributed to ensure that Employees acting in good faith have the means to report actual or potential violations. New directors, officers and employees will be provided with a copy of this Policy and will be educated on its importance.

Violations

If you observe or become aware of any actual or potential violation of the Code or any law or regulation, that you believe is not being properly addressed by your supervisor or management of the Company, **it is your responsibility** to report the circumstances to the Chair of the Company's Corporate Governance and Nominating Committee, as outlined below. It is this Director's responsibility to investigate any potential violation and report on the investigation.

Contact Options

Please use any of the following options to contact the Company's Corporate Governance and Nominating Committee Chair should you observe a violation of our Code of Business Conduct and Ethics or a law or regulation that you believe has not been properly complied with or correction action has not been taken:

The Chair of the Corporate Governance and Nominating Committee is John Petersen. He may be reached by confidential communication as follows:

Tel: +1 (713) 899-3399
Email: john.petersen@icloud.com
Postal Address: **Giyani Metals Corp.**
c/o Stikeman Elliott LLP
Suite 1700
666 Burrard Street
Vancouver, British Columbia V6C 2X8
Canada
Attention: Mr. John Petersen
"Private and Confidential"

You are strongly encouraged to review the Code of Business Conduct and Ethics regularly. Please report any concerns which may arise through the options outlined above.

No Reprisals

A submission regarding a Legal or Accounting Concern may be made by an officer, or employee of the Company or the Subsidiaries without fear of dismissal, disciplinary action or reprisals of any kind. As per the Code's principles, there will be no reprisals against Employees for reporting what are thought by the reporter to be violations. While all individuals are encouraged to identify themselves to facilitate a thorough and confidential investigation, you are not required to do so and you may make a report anonymously.

Investigation

The Legal or Accounting Concern will be reviewed, as soon as possible, by the Chair of the Corporate Governance and Nominating Committee with the assistance and direction of whomever the Chair thinks appropriate including, and not limited to, external legal counsel and the Audit Committee. If merited, the Corporate Governance and Nominating Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Legal or Accounting Concern.

Where possible and when determined to be appropriate by the Chair notice of any such corrective measures will be given to the person who submitted the Legal or Accounting Concern.

Records and Reporting

The Company shall retain for a period of seven (7) years all records relating to any report and to the investigation of any such report. The types of records to be retained by the Corporate Governance and Nominating Committee shall include records of all steps take in connection with the investigation and the results of any such investigation.

Date of previous Board review and approval:

November 6, 2018

Date of current Board review and approval:

March 26, 2021