

Compensation Committee Charter

Approved: April 27, 2023

PURPOSE OF THE COMPENSATION COMMITTEE

The Compensation Committee (the “**Committee**”) of Giyani Metals Corp. (the “**Company**”) is appointed by and reports to the board of directors (the “**Board**”). The Committee’s primary function is to monitor and make recommendations to the Board in respect of the total compensation and benefits paid by the Company and its subsidiaries (the Company and its subsidiaries known collectively as the “**Group**”) to its employees, consultants, senior executives and directors.

STRUCTURE OF THE COMMITTEE AND MEETINGS

- a) The Committee shall comprise two or more directors, the majority of whom shall be “independent” directors (within the meaning set out in National Instrument 58-101 on “Disclosure of Corporate Governance Practices” adopted by the Canadian Securities Administrators) free from any relationship that would interfere with the exercise of the director’s independent judgement.
- b) The members of the Committee 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.
- c) The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Chair shall be an independent director.
- d) Except as expressly provided in this Charter or the Bylaws of the Company, the Committee shall fix its own rules of procedure.
- e) In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis (with meetings at least once annually) and shall otherwise meet at such times as the Chair of the Committee shall designate.
- f) The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

PRIMARY RESPONSIBILITIES OF THE COMMITTEE

As long as the Company is a reporting issuer in Canada, the Committee shall review annually the total compensation (including direct salary and annual bonus as well as long term incentive plans) paid to each Executive Officer (as defined under National Instrument 51-102 on “Continuous Disclosure Obligations” adopted by the Canadian Securities Administrators). To fulfill its responsibilities, the Committee shall:

- a) be responsible for reviewing and considering corporate goals and objectives relevant to compensation for all Executive Officers and management’s collective compensation proposals for the Group’s employees. Evaluating the performance of each Executive Officer in light of those corporate goals and objectives and determining (or making recommendations to the Board with respect to) the level of compensation for the Executive Officers

based on this evaluation. In considering Executive Officers other than the Chief Executive Officer (“CEO”), the Committee shall take into account the recommendations of the CEO.

- b) be responsible for and have authority as the Company's "Option Committee" under the Company's Incentive Stock Option Plan, to administer the Plan and make all decisions regarding option grants, including option terms and amendments, thereunder.
- c) be responsible for and have authority as the Company's "Restricted Share Unit (“RSU”) Committee" under the Company's RSU Plan, to administer the Plan and make all decisions regarding RSU grants, including RSU terms and amendments, thereunder.
- d) review, and recommend to the Board for its approval (a) the Report on Executive Compensation required to be included in the Company's Management Information Circular; (b) matters relating to any pension plans of the Company, including plan design and benefit improvements; and (c) any severance or similar termination payments proposed to be made to any current or former Executive Officer.
- e) review and approve executive employment contracts including provisions for any termination or change of control payments.
- f) administer and make recommendations to the Board regarding the adoption, amendment or termination of the Company's security-based incentive compensation plans including specific provisions in which the CEO, senior executives and directors may participate.
- g) review annually, and submit to the Board for its approval, the compensation to be paid to members of the Board as directors, in light of director compensation guidelines established by the Board.

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 compensation consultants or legal assistance it deems necessary in the performance of the Committee's duties.