

## Diversity and Inclusion Policy

Approved: April 27, 2023

### PURPOSE

Giyani Metals Corp. (the “**Company**”), and its subsidiaries (the Company and its subsidiaries known collectively as the “**Group**”) recognize and believe in the importance and benefit of having a board of directors (the “**Board**”) and senior management (“**Management**”) comprised of highly talented and experienced individuals from diverse backgrounds. Accordingly, the composition of the Board and Management is intended to reflect a diverse mix of skills, experience, knowledge and background.

### *What is Diversity and Inclusion*

The Company understands that diversity and inclusion are defined in various ways globally.

- a) **Diversity** to the Company means all the ways in which its directors, officer, employees and consultants (“**Company Representative(s)**”) are different. This could include visible differences such as ethnicity, race, gender, age and physical appearance as well as religion, nationality, disability, sexual orientation, education and ways of thinking.
- b) **Inclusion** is a working culture where differences are valued and where everyone feels respected and able to achieve their full potential. By reducing or eliminating barriers that stand in the way of full participation and leveraging differences, the Group has the opportunity to create greater business values.

This Diversity and Inclusion Policy (the “**Policy**”) sets out the principles and requirements by which the Group will enhance diversity and inclusion throughout the organization. This Policy is to be read concurrently with the Code of Business Conduct and Ethics.

### SCOPE AND APPLICABILITY

The Policy applies to all Company Representatives and does not purport to condone engagement in actions that would violate any anti-discrimination, equal employment or other laws and regulations in place in the countries in which the Group operates. Company Representatives will be recruited and promoted based upon their ability and contributions.

### ROLES AND RESPONSIBILITIES OF ALL COMPANY REPRESENTATIVES

- a) Everyone covered by this Policy is expected to foster a culture of diversity and inclusion, where different perspectives, experiences and skillsets are respected and valued, including:
- b) Working to become aware of biases. For example, making decisions based on preference or tradition in favour of or against one thing, person or group compared with another, which can be unfair.
- c) Recognizing that inclusion is an attitude and approach that embraces all people – no matter their differences or similarities, allowing all people working with and for the Group to be their full, authentic selves.
- d) Endeavoring to ensure that everyone feels respected, welcomed, supported, and encouraged to achieve their full potential.
- e) Reporting instances of non-compliance with this Policy using the reporting channels outlined in below.

## **BOARD OF DIRECTORS' RESPONSIBILITIES**

The Board commits to fostering a diverse and inclusive culture where:

- a) Individual differences are respected.
- b) The ability to contribute and access employment opportunities is based on performance, skill, and merit, while recognizing the benefits of and actively promoting greater diversity in leadership positions throughout the organization, including at the Board and in officer positions.
- c) Inappropriate attitudes, behaviours and stereotypes are confronted and eliminated.

The Board's responsibilities include:

- a) Formally assigning the responsibility to facilitate the implementation of this Policy to the Chief Executive Officer ("CEO") and Management.
- b) Regularly monitoring the Group's performance in compliance with this Policy.
- c) Considering diversity in the selection criteria of new Board members and Management appointments.

Specifically, the Group supports goals to increase the average percentage of women on boards and women in executive positions in the countries in which it operates.

## **MANAGEMENT RESPONSIBILITIES**

Management is charged with the responsibility of implementing this Policy by:

- a) Ensuring that all Company Representatives are aware of this Policy and commitments contained herein.
- b) Ensuring that sufficient and reasonable resources are allocated to implement and manage this Policy and support the diversity and inclusion strategy.
- c) Including diversity and inclusion in the Company's strategic objectives.
- d) Providing regular updates to the Board on the progress made towards enhancing diversity and inclusion.
- e) Reporting progress on enhancing diversity and inclusion through disclosure in the Company's regulatory disclosure filings and other relevant public reporting channels.
- f) Responding to any Company Representative grievances with regards to diversity and inclusion.

## **COMMUNICATION OF POLICY**

All Company Representatives will be provided a copy of the Policy and any amendments and/or be advised that it is available on the Company's website.

Explanation of this Policy will form a part of the induction process for all new Company Representatives.

As requested by the Board, all Employees will be required to provide an annual certification of compliance with this Policy. The CEO will be responsible for ensuring that all annual certifications requested by the Board are obtained by the Company after the Board annual approval of the Policy.

## **REPORTING VIOLATIONS OF THE POLICY**



The Company has established a whistleblower hotline to allow for the confidential reporting of discrimination, harassment or grievances relating to diversity and inclusion. Persons wishing to make complaints or report concerns on a confidential basis are encouraged to use the following contact below:

Tel: + 44 777 339 4728  
Email: [giyani.whistleblower@gmail.com](mailto:giyani.whistleblower@gmail.com)  
Postal Address: **Giyani Metals Corp.**  
c/o Stikeman Elliott LLP  
Suite 1700  
666 Burrard Street  
Vancouver, British Columbia V6C 2X8  
Canada  
**Attention: Ms. Nicola Spooner**  
**“Private and Confidential”**

#### **ACTIVELY SUPPORTING DIVERSITY AND INCLUSION**

The Group will work to increase diversity and inclusion in the following areas:

- a) **Leadership and Engagement** - the Group will create an inclusive work environment and will encourage and support women in the adoption of leadership roles.
- b) **Policies and programs** - the Group will ensure programs and policies are inclusive through identifying opportunities to enhance diversity and removing unintentional barriers.
- c) **Communications** - the Group will enhance its internal and external communications to highlight the Group’s commitment to diversity and inclusion.
- d) **Recognition** – where applicable and deemed appropriate by senior management, the Group will observe and participate in national and international events, programs and celebrations relating to diversity and inclusion.

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