



Giyani Closes Private Placement Financing

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OAKVILLE, Ontario, April 24, 2019 -- Giyani Metals Corp. April 24, 2019 (TSXV:EMM) (FRANKFURT:[KT9](#)) (WKN:A2DUU8) (“**Giyani**” or the “**Company**”) announces that it has today completed and closed on the first tranche of its previously announced private placement financing of up to \$1 million. The Company has today issued 2,678,250 units (a “**Unit**”) at \$0.16 per Unit raising gross proceeds of \$428,520. Each Unit consists of one (1) common share and one half (1/2) of one common share purchase warrant. Each warrant will entitle the holder to purchase one common share at an exercise price of \$0.275 per share for a period of 18 months from today.

Giyani may also conduct one or more further closings up to the maximum \$1 million.

In connection with the financing, Giyani also issued 16,875 finder’s warrants which entitle the holders thereof to purchase 16,875 Units for 18 months at a purchase price per Unit of \$0.275.

All securities issued are subject to a statutory four month and one day hold period which will end on August 26, 2019.

The net proceeds from the private placement will be used to fund planned reclamation and rehabilitation work, to further explore and evaluate the potential of the Company’s Kanye Basin, Botswana licenses and for general corporate purposes.

Insiders subscribed for an aggregate of 875,125 Units which are considered related party transactions within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company relied on exemptions from the formal valuation and minority approval requirements in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the insider subscriptions.

Robin Birchall, CEO of Giyani commented:

“Insiders of the Company contributed more than 32% to the total raised amount. This is an indication of the level of commitment, by the board and management team, to Giyani and confidence in the potential return on their investment.”

About Giyani

Giyani Metals Corp. is a Canadian junior exploration company focused on creating shareholder value by accelerating the development of its high-grade manganese project in the Kanye Basin, Botswana, Africa. Additional information and corporate documents may be found on www.sedar.com and on Giyani Metals Corp. website: <http://giyanimetals.com/>.

On behalf of the Board of Directors of Giyani Metals Corp.

Robin Birchall, CEO

Contact:
Giyani Metals Corporation
Robin Birchall
CEO, Director
+447711313019
rbirchall@giyanimetals.com

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The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and accordingly, may not be offered or sold to, or for the account or benefit of, persons in the United States or “U.S. persons,” as such term is defined in Regulation S promulgated under the U.S. Securities Act (“U.S. Persons”), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company’s securities to, or for the account or benefit of, persons in the United States or U.S. Persons.

Forward Looking Information

This press release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. All

statements in this news release, other than statements of historical fact, that address events or developments that Giyani expects to occur, are “forward-looking statements”. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “does not expect”, “plans”, “anticipates”, “does not anticipate”, “believes”, “intends”, “estimates”, “projects”, “potential”, “scheduled”, “forecast”, “budget” and similar expressions, or that events or conditions “will”, “would”, “may”, “could”, “should” or “might” occur. Specific forward-looking statements and forward-looking information herein includes statements regarding the size of and completion of the private placement and the intended use of the net proceeds from the financing.

All such forward-looking statements are based on the opinions and estimates of the relevant management as of the date such statements are made and are subject to certain assumptions, important risk factors and uncertainties, many of which are beyond Giyani’s ability to control or predict. Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. In the case of Giyani, these facts include their anticipated operations in future periods, planned exploration and development of its properties, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation: inherent exploration hazards and risks; risks related to exploration and development of natural resource properties; uncertainty in Giyani’s ability to obtain funding; commodity price fluctuations; recent market events and conditions; risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimation; risks related to governmental regulations; risks related to obtaining necessary licenses and permits; risks related to their business being subject to environmental laws and regulations; risks related to their mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title; risks relating to competition from larger companies with greater financial and technical resources; risks relating to the inability to meet financial obligations under agreements to which they are a party; ability to recruit and retain qualified personnel; and risks related to their directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interests. This list is not exhaustive of the factors that may affect Giyani’s forward-looking information. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking information or statements.

Giyani’s forward-looking information is based on the reasonable beliefs, expectations and opinions of their respective management on the date the statements are made and Giyani does not assume any obligation to update forward looking information if circumstances or management’s beliefs, expectations or opinions change, except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking information. For a complete discussion with respect to Giyani and risks associated with forward-looking information and forward-looking statements, please refer to Giyani’s financial statements and related MD&A, all of which are filed on SEDAR at www.sedar.com.