



## Giyani Announces Non-Brokered Private Placement Financing

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OAKVILLE, Ontario, May 19, 2020 -- Giyani Metals Corp. (TSXV:EMM, GR:A2DUU8) ("**Giyani**" or the "**Company**") announces that it is undertaking a non-brokered private placement of units to raise up to \$1.2 million in immediately available new funding. In addition, certain of the shares for debt transactions originally announced on May 6, 2020 have been approved by the TSX Venture Exchange (the "**TSXV**") and have now closed.

### Non-Brokered Private Placement

The Company is announcing a non-brokered private placement of units at \$0.08 per unit to accredited investors and other exempt purchasers, with each unit consisting of one (1) common share of the Company (each, a "**Common Share**") and one half (½) of one Common Share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at an exercise price of \$0.10 per share for a period of three years from the closing of the private placement.

The Company has received subscription agreements totaling \$1.1 million. This includes a lead subscription on behalf of RAB Capital Holdings Limited for 11 million units for a total subscription of \$880,000. The Company has also entered into a conditional board representation agreement under which, following closing, and provided this subscriber maintains at least a 10% shareholding, it shall be entitled to have appointed or elected one director to the board of the Company. The agreement also provides that, following closing, Giyani will consult with and obtain the consent of RAB Capital, which is not to be unreasonably withheld, to certain equity security issuances in the following 13 months, subject to customary carve-outs. Insider subscriptions total approximately C\$50,000.

*Robin Birchall, CEO of the Company commented:*

*"The completion of the recently announced shares for debt program allows us to direct the cash proceeds from this financing to meet our obligations associated with the completion of the K.Hill Project feasibility study. We are delighted to have already received subscription agreements for \$1.1 million and we thank RAB Capital, who will be taking their shareholding to over 10%, for their support."*

Completion of the private placement, including the lead subscription order, remains subject to receiving the approval of the TSXV, and subject to receiving that approval, the closing on received subscriptions is expected on or about May 22, 2020. Securities issued in the private placement will be subject to a four-month-and-one-day hold period.

### Shares for Debt Transaction Completed

Further to its news release of May 6, 2020, the Company has issued an aggregate of 1,829,023 Common Shares to certain creditors of the Company (the "**Creditors**") at a deemed price of \$0.105 per Common Share in settlement of an aggregate of \$192,047.63 owing to such Creditors.

The Common Shares were issued to the Creditors on the date hereof and are subject to a four-month-and-one-day hold period, which expires on September 20, 2020.

The following insiders of the Company were among the Creditors:

Creditor	Amount Owing	No. of Shares Issued
Jonathan Henry	\$30,000	285,714
John Petersen	\$22,537	214,638
Eugene Lee	\$30,000	285,714
Buey Invest (Barbados) Inc. (Robin Birchall)	\$30,000	285,714
Specus Management Consulting Inc. (Wajid Boubou)	\$10,000	95,238
GMS Capital Limited (Thomas Horton)	\$5,000	47,619

### About Giyani

Giyani Metals Corp. is a Canadian explorer and developer focused on the development of its K.Hill, Lobatse & Otse

manganese prospects in the Kanye Basin, Botswana, Africa. The Company's flagship K.Hill prospect is a near-surface manganese oxide deposit currently going through a feasibility study to produce high-purity electrolytic manganese metal (HPEMM), a key product needed for batteries in the expanding electric vehicle (EV) market. Additional information and corporate documents may be found on [www.sedar.com](http://www.sedar.com) and on Giyani Metals Corp. Website: <https://giyanimetals.com/>.

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

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*Neither the TSX Venture Exchange (the "TSXV") nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.*

*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 completion of receipt of TSXV approval for the private placement and completion of the private placement.

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](http://www.sedar.com).

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