



## **Giyani Announces Closing of Upsized Private Placement**

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TORONTO, Ontario, August 19, 2025 -- Giyani Metals Corp. (TSXV:EMM, GR:A2DUU8) ("**Giyani**" or the "**Company**"), developer of the K.Hill battery-grade manganese project in Botswana ("**K.Hill**" or "**the Project**"), is pleased to announce the closing of its previously announced, and now upsized, non-brokered private placement financing (the "**Placement**"), raising aggregate gross proceeds of C\$3,569,622 from the sale of 59,493,695 units of the Company (the "**Units**"). The Placement closed after markets on August 18, 2025.

Prior to closing, the Company received approval of the TSX Venture Exchange (the "**TSXV**") to increase the size of the Placement from C\$3 million due to strong investor demand.

Each Unit is comprised of one common share in the capital of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**") of the Company. Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of C\$0.085 per Common Share for a period of 36 months from the closing date of the Placement.

The Company paid finders fees in the amount of C\$34,140 cash and issued 569,000 non-transferable common share purchase warrants of the Company (the "**Finder's Warrants**"). The Finder's Warrants are non-transferable and entitle the holders thereof to acquire one Common Share at a price of C\$0.06 per Common Share for a period of 36 months from the closing date of the Placement.

Insiders of the Company, which include the Giyani directors, senior management and Giyani's largest shareholder ARCH, through SRF SPP 2 LP, (the "**Insiders**") participated in the Placement subscribing for an aggregate of 8,763,682 Units for gross proceeds of C\$525,821. In addition to the Insiders, long term Company shareholder RAB Capital also invested in the Placement, underlying strong support from both existing and new shareholders.

The proceeds of the Placement will continue to support Company workstreams, activities and general working capital.

Giyani is also pleased to announce the appointment of Mr. Gavin Horscroft (formerly Operations Manager) as Senior Vice President Operations.

### **Charles FitzRoy, President and CEO of the Company, commented:**

*"I am delighted to announce excellent support for the Placement, for which strong demand from existing and new investors has enabled Giyani to increase the size of its Placement by just under 25%. This level of support underscores our long-term strategy to develop sustainable, high-purity battery-grade manganese for the EV and ESS industries, and reinforces the confidence in Giyani's ability to deliver on its objectives.*

*Now, with the additional optionality and resources acquired through this funding, Giyani is primed for the next stage of growth, which includes the production of HPMSM from the Demo Plant this quarter, and completion of the DFS early next year. Both constitute significant milestones that will confirm Giyani's potential to become the preferred supplier of battery-grade manganese to Western markets, and ultimately redefine the Company.*

*I am also delighted to announce the appointment of Gavin Horscroft as Senior Vice President Operations. Gavin has been instrumental for the development of the Demo Plant since joining us in April, and his extensive experience and skillset is well-suited to the needs of the Company as we progress through the DFS and towards the construction of the Commercial Plant."*

## Additional Placement Details

Units sold to subscribers resident in certain offshore foreign jurisdictions were sold pursuant to applicable regulatory requirements and in accordance with OSC Rule 72-503 - *Distributions Outside Canada* ("**OSC Rule 72-503**"). In addition, the Units sold to purchasers in the United States were issued on a private placement basis pursuant to one or more exemptions from registration requirements of the United States Securities Act of 1933, as amended. The securities issued and made issuable under OSC Rule 72-503, including to subscribers resident in the United States, are not subject to a Canadian statutory hold period in accordance with applicable Canadian securities laws. All other securities that were issued or made issuable under the Placement, including the Finder's Warrants, will be subject to a hold period which expires on December 19, 2025.

The participation of the Insiders in the Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and the policies of the TSXV. The Company is relying on exemptions from the formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation by insiders will not exceed 25% of the fair market value of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the completion of the Placement because the existence of any placement or insiders' participation therein had not been determined at that time. This Placement does not result in any new insiders or control persons of the Company, and closing is subject to final approval by the TSXV.

## About Giyani

Giyani is focused on becoming a preferred western-world producer of sustainable, low carbon high purity battery-grade manganese for the EV and ESS industry. The Company has developed a proprietary hydrometallurgical process to produce battery-grade manganese (HPMSM and HPMO), a lithium-ion battery cathode precursor material critical for EVs and ESS.

Additional information and corporate documents may be found on Giyani Metals Corp. website at <https://giyanimetals.com/>.

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

Charles FitzRoy, President and CEO

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This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as

defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

*Neither 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.*

## **Forward Looking Information**

This news 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.

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 the Company's anticipated use of proceeds of the Placement, statements respecting closing of the Placement and receipt of all regulatory approvals in respect of the Placement, including final approval of the TSXV, as well as anticipated operations in future periods, planned construction and development of its properties and facilities, 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 governmental regulations; risks related to obtaining necessary licences and permits; risks related to Giyani's business being subject to environmental laws and regulations; risks related to the Company's 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 the Company's 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 the Company's 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 continuous disclosure documents which are filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).