

# GIYANI METALS CORP.

## - WHISTLE BLOWER POLICY -

### **PURPOSE OF WHISTLE BLOWER POLICY**

As part of its Corporate Governance practices, Giyani Metals Corp. (“the Company”) has a process called the **Whistle Blower Policy** that allows employees throughout the organization to report any unethical or illegal activity without fear of reprisal from their fellow employees, supervisor or other Company officials. Illegal activities include but are not limited to fraud, theft, accounting irregularities and bribery.

### ***Giyani Metals’ Commitment***

The Company's **Code of Business Conduct and Ethics** (“the Code”) was given to you to ensure that you understand and agree with the Company's commitment to a culture of **honesty, integrity and accountability**. The Code together with this Whistle Blower Policy are both available from the CFO or Secretary of the Company.

### ***Guidelines***

The Code provides the guidelines for director, officer, employee and consultant (“Employees”) behaviour and establishes the basis for open communication. It has been written and distributed to ensure that Employees acting in good faith have the means to report actual or potential violations.

### ***Violations***

If you observe or become aware of any actual or potential violation of the Code or any law or regulation, that you believe is not being properly addressed by your supervisor or management of the Company, **it is your responsibility** to report the circumstances to the Chair of the Company's Corporate Governance and Nominating Committee, as outlined below. It is this Director's responsibility to investigate any potential violation and report on the investigation.

### ***No Reprisals***

As per the Code's principles, there will be no reprisals against Employees for reporting violations. While all individuals are encouraged to identify themselves to facilitate a thorough and confidential investigation, you are not required to do so and you may make a report anonymously.

### ***Contact Options***

Please use any of the following options to contact the Company's Corporate Governance and Nominating Committee Chair should you observe a violation of our Code of Business Conduct and Ethics or a law or regulation that you believe has not been properly complied with or correction action has not been taken:

The Chair of the Corporate Governance and Nominating Committee is John Petersen. He may be reached by confidential communication as follows:

Tel: +1 (713) 899-3399  
Email: [john.petersen@icloud.com](mailto:john.petersen@icloud.com)  
Postal Address: **Giyani Metals Corp.**

**277 Lakeshore Road West, Suite 403  
Oakville, Ontario L6J 6J3  
Attention: Mr. John Petersen  
“Private and Confidential”**

You are strongly encouraged to review the Code of Business Conduct and Ethics regularly. Please report any concerns which may arise through the options outlined above.

**Date of last Board review and approval:**

November 6, 2018