GIYANI GOLD CORP.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Giyani Gold Corp. (the "**Corporation**")
277 Lakeshore Road East
Suite 403
Oakville, ON
L6J 6J3

Item 2. Date of Material Change

April 13, 2016

Item 3. News Release

A News Release with respect to the material change referred to in this report was issued by the Corporation through Marketwired on April 27, 2016 and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on April 27, 2016.

Item 4. Summary of Material Change

Giyani Gold makes Corporate Update.

Item 5. Full Description of Material Change

For further information, please see the copy of the news release attached hereto.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Chairman

Duane Parnham, Executive Chairman
1.905.844.1456
dparnham@giyanigold.com

Item 9. Date of Report

April 27, 2016

Giyani Gold Corporate Update

OAKVILLE, ON, April 27, 2016: Giyani Gold Corp. (TSXV: WDG) (the "Company" or “Giyani”) would like to announce the resignation of Ms. Jo-Anne Archibald, the Corporate Secretary of the Company, effective April 13, 2016.

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

On behalf of the Board of Directors of Giyani Gold Corp.
Duane Parnham, *Executive Chairman*

For further information:

Duane Parnham, *Executive Chairman*
Giyani Gold Corp.
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Forward Looking Statements

This news release contains certain statements that may be deemed "forward-looking statements". Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although Giyani believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of Giyani's management on the date the statements are made. Except as required by law, Giyani undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.