ANNUAL INFORMATION FORM

AS AT MAY 18, 2016

of

GIYANI GOLD CORP.

FOR THE YEAR ENDED DECEMBER 31, 2015

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FORWARD-LOOKING STATEMENTS

All statements made by Giyani Gold Corp. (“Giyani Gold” or the “Company”) in this Annual Information Form, other than statements of historical fact, are forward-looking statements. Forward-looking statements can be identified by the use of words such as “plans”, “expects”, “budgeted”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, or variations or the negatives of such words, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, and include statements made herein with respect to, among other things: the exploration and development of mineral properties in which the Company has a direct or indirect interest; ongoing or proposed corporate transactions involving the Company or any of its subsidiaries; precious and base metals prices; the status of various permitting processes applicable to the Company’s mineral properties and projects; and the Company’s strategy, plans, and future financial and operating performance.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Actual results may differ significantly from those anticipated in forward-looking statements for reasons including, but not limited to: the risks inherent in the mineral exploration industry; inability to obtain financing on favorable terms or at all; lack of earnings; volatile commodity prices; risks relating to operations in South Africa and certain government initiatives in such country; title disputes or defects, or other concerns relating to title; governmental regulation and permitting issues; uninsurable risks; competitive forces; reliance on key personnel; foreign currency and exchange rate exposure; conflicts of interest; enforcement of civil liabilities; and infrastructure matters. See “Risk Factors”.

Forward-looking statements made in this Annual Information Form may be based upon management’s assumptions, estimates and forecasts with respect to, among other things: the timing and amount of funding required to execute the Company’s exploration, development and business plans; capital and exploration expenditures; the effect on the Company of any changes to existing legislation or policy; government regulation of mining operations in South Africa and Canada; the length of time required to obtain necessary permits, certifications and approvals; the success of exploration, development and mining activities; the geology of the Company’s mineral properties; the focus of the Company in the future; the future payment by the Company of dividends; the demand and market outlook for precious and base metals and the prices thereof; the Company’s ability to raise funding in the future; and the Company’s future growth, results of operations, performance, and business prospects and opportunities.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements contained herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, and accordingly, readers should not place undue reliance on any forward-looking statements made by the Company in this Annual Information Form. Except as may be required by securities laws, the Company undertakes no obligation to update or revise the forward-looking statements contained herein to reflect new events or circumstances.

In this Annual Information Form, unless otherwise indicated, all references to “$” refer to Canadian Dollars.

CORPORATE STRUCTURE

Name, Address and Incorporation

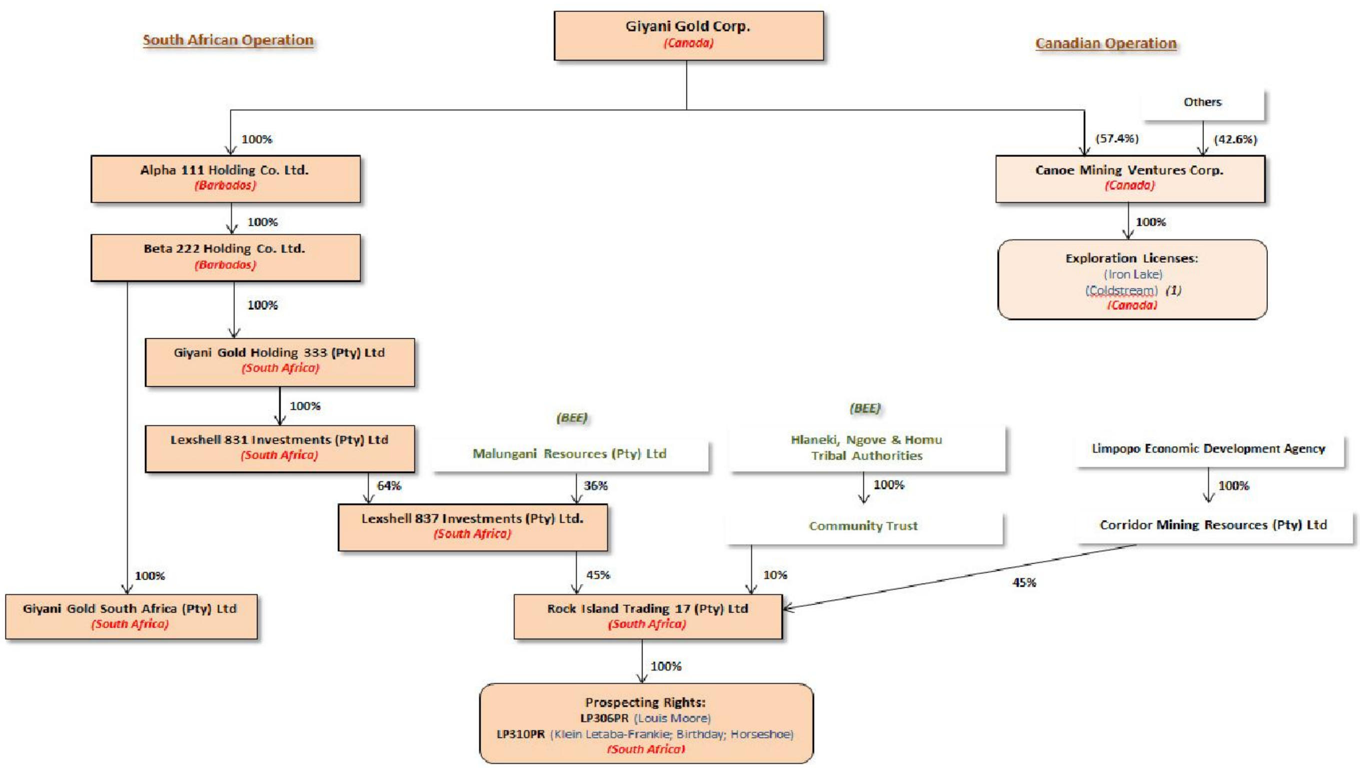
Giyani Gold was incorporated under the *Canada Business Corporations Act* on July 26, 2007 under the name “99 Capital Corporation,” and was continued under the *Business Corporations Act* (British Columbia) on August 4, 2010. On January 25, 2011, Giyani Gold changed its name to the current form, “Giyani Gold Corp.” Giyani Gold’s registered office is located at Suite 1300, 777 Dunsmuir Street, Pacific Centre, Vancouver, British

Columbia, V7Y 1K2, and its head office is located at Suite 403, 277 Lakeshore Road East, Oakville, Ontario, L6J 6J3.

The common shares of Giyani Gold (the "Common Shares") currently trade on the TSX Venture Exchange (the "TSX-V") under the trading symbol "WDG". The Common Shares are also listed for trading on the AltX board of the Johannesburg Stock Exchange (the "JSE") and the Alternative Investment Board of the Namibian Stock Exchange (the "NSX"). The Company is in the process of delisting their Common Shares for trading on JSE and NSX.

Inter-corporate Relationships

The following diagram sets out all of the Company's material subsidiaries as at the date hereof, their respective jurisdictions of incorporation, the Company's direct or indirect voting interest in each subsidiary, and the respective mineral licenses held by each subsidiary:



DESCRIPTION OF THE BUSINESS

Introduction

Giyani Gold is a junior mineral exploration company headquartered in Oakville, Canada and focused on the exploration and development of gold properties in South Africa. The Company is actively engaged in the identification, acquisition, evaluation and exploration of mineral properties in this region.

Giyani Gold holds an indirect interest in two exploration licenses in the province of Limpopo in northeastern South Africa (the "Giyani Gold Project"). See below under "Giyani Gold Project". In addition, through its majority-owned subsidiary Canoe Mining Ventures Corp. ("Canoe"), Giyani Gold holds an indirect in the Coldstream gold property on strike from Moss Lake Gold Deposit located in the Shebandowan Belt in Ontario. See below under "Three Year History".

Through Canoe, Giyani Gold also has interests in early-stage exploration projects in the Province of Ontario which are not currently considered to be material. Canoe intends to assess and explore these properties to varying degrees and, depending on the results of such assessments, any of them could become material to Canoe (and Giyani Gold) in the future.

Three Year History

2013 Fiscal Year

On February 4, 2013, the Company announced that OntarioCo had entered into a letter of intent with C Level III Inc. ("C Level"), a capital pool company trading on the TSX-V, and two privately held Manitoba companies, pursuant to which, among other transactions, C Level would undergo a reverse takeover whereby it would acquire all of the issued and outstanding shares of OntarioCo (the "Qualifying Transaction") in exchange for the issuance of common shares (each, a "Canoe Share") of the successor entity to C Level that would result from the Qualifying Transaction (i.e. Canoe). Among the other outcomes of the Qualifying Transaction, the Company would become the majority shareholder of Canoe, which would focus on the exploration of mineral properties in Canada including the Iron Lake Gold Project and other non-material properties held by OntarioCo prior to the completion of the Qualifying Transaction.

On June 25, 2013, the Company announced the listing of its Common Shares on the JSE effective as of June 26, 2013. South Africa-based Sasfin Capital acted as exclusive sponsor for the Company's listing on the JSE.

On July 4, 2013, the Company announced the listing of its Common Shares on the NSX effective as of July 5, 2013. Namibia-based IJG Securities (Proprietary) Ltd. acted as sponsor for the Company's listing on the NSX.

Effective September 26, 2013, the Company entered into a definitive letter agreement with OntarioCo and C Level (the "Letter Agreement") with respect to the Qualifying Transaction. The two privately held Manitoba companies declined to proceed with the Qualifying Transaction. Pursuant to the terms of the Letter Agreement, the consideration to be paid to the Company and the two minority shareholders of OntarioCo in exchange for their shares of OntarioCo would consist of an aggregate of 20,000,000 Canoe Shares. The Letter Agreement contemplated that the Qualifying Transaction would be effected by means of, among other agreements, the Securities Exchange Agreement (as defined below). See "Material Contracts".

On November 14, 2013, pursuant to the terms of the Letter Agreement, the Company entered into a securities exchange agreement with OntarioCo and C Level (the "Securities Exchange Agreement") whereby the Company agreed to exchange its 12,602,515 shares of OntarioCo for 19,400,000 Canoe Shares, representing an estimated 57.4% ownership interest in Canoe. See "Material Contracts". C Level and OntarioCo previously entered into similar securities exchange agreements with each of the two minority shareholders of OntarioCo.

On November 21, 2013, OntarioCo and C Level and each closed concurrent private placement financings in connection with the Qualifying Transaction for combined gross proceeds of approximately $1,416,665. The private placement conducted by OntarioCo consisted of the issuance of 865,395 subscription receipts of Ontario at a price of $1.05 per subscription receipt for gross proceeds of approximately $908,665. Upon completion of the Qualifying Transaction, each such subscription receipt would be automatically converted into seven Canoe Shares and seven Canoe Share warrants, every one such warrant entitling the holder thereof to acquire one additional Canoe Share at a price of $0.25 for a period of 24 months from the date of completion of the Qualifying Transaction. The private placement conducted by C Level consisted of the issuance of 2,540,000 subscription receipts on a flow-through basis at a price of $0.20 per subscription receipt for gross proceeds of $508,000. Upon completion of the Qualifying Transaction, each such subscription receipt would be automatically converted into one Canoe Share issued on a flow-through basis and one-half of one Canoe Share warrant, each whole such warrant entitling the holder thereof to acquire one additional Canoe Share issued on a flow-through basis at a price of $0.30 for a period of 24 months from the date of completion of the Qualifying Transaction. The concurrent financings were conducted on an agency basis by Portfolio Strategies Securities Inc. ("PSSI") pursuant to an agency agreement dated November 21, 2013 among PSSI, OntarioCo and C Level (the "Agency Agreement"). See "Material Contracts". For acting as agent in respect of the concurrent financings, PSSI received as compensation a cash commission of $53,733 and 195,108 agent's warrants, every one such warrant entitling PSSI to acquire one additional Canoe Share at a price of $0.15 for a period of 18 months from the date of completion of the Qualifying Transaction.

On December 6, 2013, the Qualifying Transaction was completed and C Level changed its name to "Canoe Mining Ventures Corp." The consideration paid by Canoe (formerly C Level) to former shareholders of OntarioCo consisted of the issuance of an aggregate of 20,000,000 Canoe Shares, of which the Company received 19,400,000 Canoe Shares representing an approximately 57.4% ownership interest in Canoe. The board of directors of Canoe consists of Duane Parnham (Executive Chairman and a director of Giyani Gold), Scott Kelly (a director of Giyani Gold), Jean-François Pelland, Jorge (George) Estepa, Eugene Lee and Bruce Durham. The management team of Canoe includes Charles (Chuck) Allen (President of Giyani Gold) as President and Chief Executive Officer, Ron Reed (Chief Financial Officer of Giyani Gold) as Chief Financial Officer, and Jo-Anne Archibald as Corporate Secretary.

On December 9, 2013, the Canoe Shares commenced trading on the TSX-V under the trading symbol "CLV".

2014 Fiscal Year

On March 5, 2014 the Company announced that on March 4, 2014 Canoe and Birch Hill Gold Corp. ("Birch Hill") announced a business combination agreement, pursuant to which Canoe will acquire all the issued and outstanding shares of Birch Hill. The Company also announced that 2,000,000 stock options were granted to various directors, officers, and consultants in accordance with Giyani Gold's stock option plan. 1,900,000 options will be convertible to common shares at $0.25 per share and will vest immediately and 100,000 options at the same price will vest over a twelve month period with 25,000 options vesting every three months. All options will expire on March 04, 2019.

On June 11, 2014 the Company announced that it had entered into CAD$25 million equity subscription facility (the "Agreement") with Lambert Private Equity LLC ("Lambert"), a California-based private equity firm that selectively invests in public and private companies with long-term sustainable growth opportunities. In accordance with the Agreement, Lambert will commit up to a maximum of CAD$10,000,000 over a period of three years. And, at Giyani Gold's discretion at any time over the next 5 years, Lambert's commitment amount may be increased from CAD$10,000,000 to CAD$25,000,000 with all other terms and conditions of the Agreement remaining unchanged and with no additional fees or compensation due. Subject to certain conditions, upon notice by Giyani Gold ("Notice"), Lambert and associates of Lambert will subscribe for, and Giyani Gold will agree to issue and sell, units ("Units") through a series of private placements (each, a "Private Placement"). The purchase price per Unit for any given Private Placement will be equal to the greater of (i) 90% of the lowest daily volume-weighted average price of the common shares of Giyani Gold (each, a "Share") on the TSXV during the 15 trading days following Notice, or (ii) the lowest price permitted by the policies of the TSXV. Each Unit will be comprised of one Share and one Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one additional Share for a period of five years from the date of issuance of such Warrant at the lowest price permitted by the policies of the TSXV. The number of Units to be subscribed for in each Private Placement will be determined by Giyani Gold in its sole discretion and will be set forth in the applicable Notice. To the extent that Lambert arranges eligible substituted purchasers for each Private Placement, its own obligation to subscribe for Units shall be reduced accordingly, subject to certain conditions. The proceeds from each Private Placement will be used for general corporate and working capital purposes and may be used to evaluate and pursue strategic acquisitions. The Shares and Warrants underlying the Units issued pursuant to each Private Placement will be subject to a four-month hold period. The Agreement also provides that Giyani Gold will pay Lambert a commitment fee, to be satisfied by the issuance to Lambert of such number of Shares as is equal to CAD$150,000 divided by the last closing price of the Shares on the TSXV prior to the date of the Agreement. Prior to filing a Notice, Lambert may engage in purchases and sales of shares held for its own account as well as shares borrowed by Lambert from third parties, including insiders. The obligation to deliver any borrowed securities may be satisfied by delivery of shares subscribed for by Lambert pursuant to the Private Placement.

With respect to Shares subscribed for under the Agreement, one or more existing shareholders of Giyani Gold, including insiders, may from time to time agree to exchange Shares owned by them that are not subject to resale restrictions with Shares acquired under a Private Placement that are subject to the customary resale restrictions. The existing shareholders who agree to loan shares, or agree to exchange shares which are not subject to resale restrictions, may be entitled to receive a portion of the warrants issued on the Private Placement pursuant to arrangements made by Lambert. The participation of each insider will be subject to the approval of the independent directors of Giyani Gold. The Agreement and each Private Placement remain subject to receipt of regulatory approval from the TSXV. Giyani Gold will disseminate a press release describing the terms of each Private Placement upon the closing of each such Private Placement.

On June 12, 2014 the Company announced it had engaged Proconsul Capital Ltd. ("Proconsul") to provide investor relations services to Giyani Gold and has entered into a consulting agreement. The Company will pay Proconsul a monthly retainer of $5,000 and reimburse any preapproved expenses. The consulting contract renews automatically on a month to month basis and may be terminated by either party at any point upon thirty days written notice. Upon the six month anniversary of the consulting agreement, Giyani Gold may grant a mutually agreed upon number of stock options to purchase common shares in the capital of Giyani Gold in accordance with the rules and regulations set in the Giyani Gold stock option plan. Neither Proconsul, nor any Proconsul principals, have any interest, directly or indirectly, in Giyani Gold or its securities. Proconsul and Proconsul principals have the right and intend to, from time to time, purchase Giyani Gold securities for investment purposes.

On June 16, 2014 the Company announced that it was in exclusive negotiations with a private international energy company (the "EnergyCo") with multiple projects in attractive jurisdictions including an operating asset in South Africa. The period of exclusivity will last until the execution of a definitive agreement or July 30, 2014, whichever is earlier. These exclusive negotiations are an initial step towards the proposed transaction between Giyani Gold and EnergyCo. The company engaged Bertan Atalay, an energy professional with over 25 years of experience in mid-stream oil & gas asset development and financing, as an independent consultant. Mr. Atalay has significant knowledge and experience with respect to the EnergyCo assets and his primary area of focus with Giyani Gold will be working on the proposed transaction between Giyani Gold and EnergyCo. Under the terms of the agreement relating to the exclusive negotiations, Giyani Gold has agreed to provide EnergyCo all relevant information relating to Giyani Gold and the Giyani Gold Project in South Africa. In addition, EnergyCo has agreed to provide Giyani Gold with access to all information relevant to the EnergyCo projects and has organized site visits for Giyani Gold executives. The complete terms and conditions for the potential definitive agreement are still being negotiated and there is no assurance that a definitive agreement will be successfully concluded. The final terms and conditions of the definitive agreement are subject to the approval of the Boards of Directors of Giyani Gold and EnergyCo and any proposed transaction would be subject to the receipt of all required regulatory and shareholder approvals. Giyani Gold does not intend to make any further announcements or communications regarding this potential transaction until either a definitive agreement has been reached or discussions are terminated without such an agreement being reached.

On June 23, 2014 the Company announced it will be conducting a non-brokered private placement of up to 2 million common shares of Giyani Gold for gross proceeds of up to $600,000. The offering (the "Offering") will consist of up to 2 million units (the "Units"), priced at $0.30 per Unit, with each Unit consisting of one common share and one common share purchase warrant, with each common share purchase warrant exercisable by the holder thereof at a price of $0.45 per common share for a period of 24 months from the date of issuance. Proceeds from the Offering will be used for general working capital purposes and to close the proposed transaction between Giyani Gold and a private international energy company (see News Release dated June 16, 2014). The Offering is being conducted on a private placement basis to purchasers that qualify as "accredited investors" under applicable Canadian securities laws. Accordingly, the securities of Giyani Gold being issued pursuant to the Offering will be issued in reliance upon exemptions from the prospectus and registration requirements of applicable Canadian securities legislation and will be subject to a four-month plus a day hold period from the date of issuance.

On June 27, 2014 the Company announced the results from its annual general and special meeting of shareholders ("AGM") held in Toronto on June 26, 2014. The nominees listed in the management proxy circular for the 2014 AGM were elected as directors of Giyani Gold. Detailed results of the votes by ballot for the election of directors held at the AGM are as follows: PricewaterhouseCoopers LLP, Chartered Accountants, were appointed as auditor of Giyani Gold for the ensuing year and the Board of Directors were authorized to fix their remuneration. Results of the votes by ballot for the appointment of an auditor at the AGM were as follows: 5,124,166 (91.09%) votes for and 500,940 (8.91%) votes withheld. The Giyani Gold rolling Stock Option Plan and Advance Notice Policy has been approved by shareholders. The election of directors and the appointment of an auditor were conducted and approved by ballot at the AGM.

On July 11, 2014 the Company announced that further to its news release of June 23, 2014, and subject to final approval by the TSXV, it had completed a fully subscribed non-brokered private placement of 2,000,000 units at a price of $0.30 per unit for gross proceeds of $600,000. Each unit is comprised of one common share and one common share purchase warrant entitling the holder to acquire one common share of Giyani Gold at a price of $0.45 at any time prior to July 11, 2016.

On July 31, 2014 the Company announced that, further to its press release dated June 16, 2014, it remains in exclusive negotiations with a private international energy company (the "EnergyCo") and that the period of exclusivity was extended to August 15, 2014. The complete terms and conditions for a potential transaction between Giyani Gold and EnergyCo continue to be discussed as both parties work towards finalizing an agreement.

On August 15, 2014 the Company announced that it has entered into a binding letter of intent agreement (the "Agreement") with the shareholders of Horizon Enerji A.S. ("Horizon") and Sumo Coal (Pty) Ltd. ("Sumo") which outlines the general terms and conditions of a proposed transaction pursuant to which Giyani would acquire all the issued and outstanding securities of Horizon and Sumo by means of a business combination or other form of transaction (the "Transaction"). Upon completion of the Transaction Giyani will hold a 100% interest in Horizon's Ceyhan Project, a fully permitted crude oil storage and dry bulk cargo port development project in Turkey, and a 100% interest in Sumo, a cash-flow generating coal operator in South Africa. As consideration, it is expected that common shares in the capital of Giyani will be issued to the shareholders of Horizon and Sumo. The Transaction and the terms outlined in the Agreement are subject to a number of conditions, including the parties executing a definitive agreement by September 19, 2014 (or such later date as the parties may agree), completion of due diligence investigations to the satisfaction of each of the parties, Giyani obtaining the required financing, acceptance of the Transaction by the TSXV, no material adverse change and receipt of all necessary regulatory and shareholder approvals. If all conditions are satisfied, it is expected that the Transaction would close on or about October 30, 2014. There can be no assurance that the Transaction will be completed as proposed or at all. In connection with the Transaction, it is contemplated that a debt and/or equity financing of up to US$25M will be undertaken by Giyani, with a minimum of US$15M of this financing closing concurrently with the Transaction with the balance of such funds to be raised in due course following the completion of the Transaction. In addition, it is contemplated that the common shares of Giyani will be consolidated on a basis to be determined by the parties. The Transaction is expected to be structured as a Reverse Takeover ("RTO") pursuant to Policy 5.2 - Change of Business and Reverse Takeovers of the TSXV. The legal structure for the Transaction will be determined after the parties have considered all applicable tax, securities law, and accounting efficiencies. Trading in the common shares of Giyani were halted in relation to this announcement. Reinstatement of the trading of Giyani shares will resume upon TSXV's confirmation that Giyani has satisfied the Requirements for Reinstatement of Trading as set forth in Section 3.4 of TSX Venture Exchange Policy 5.2 - Change of Business and Reverse Takeovers.

On September 19, 2014 the Company announced that further to its news release dated August 15, 2014, the Company and the Shareholders of Horizon Sumo have mutually agreed to sign an extension agreement that stipulates the parties will execute a definitive agreement by October 31, 2014 and if all conditions are satisfied thereafter it is expected that the Transaction will close by December 31, 2014.

On November 3, 2014 the Company announced that further to its news release dated September 19, 2014, Giyani and the Shareholders of Horizon and Sumo amended a binding letter of intent agreement (the "Amended Agreement") to expire on December 31, 2014, with the parties working towards executing a definitive agreement on or before this date. The Amended Agreement outlines the general terms and conditions of a proposed transaction pursuant to which Giyani would acquire all the issued and outstanding securities of Horizon and Sumo by means of a business combination or other form of transaction. Giyani continues to work on concluding a transaction with Sumo on an exclusive basis. To facilitate funding options, including vendor-backed financing, Giyani is working with Horizon on a non-exclusive basis.

On November 4, 2014 the Company announced that Mr. Bertan Atalay was appointed as interim President of Giyani effective immediately. In connection with the appointment of Mr. Atalay, Mr. Chuck Allen has resigned as President of Giyani.

On November 17, 2014 the Company announced that Ed Guimaraes has tendered his resignation from the Board of Directors. Giyani's Board intends to appoint a new director upon closing the previously announced transaction between Giyani and the shareholders of Horizon and Sumo (see News Release dated November 3, 2014).

2015 Fiscal Year

On January 2, 2015 the Company announced that the binding letter of intent agreement (the **"Agreement**") with the shareholders of Horizon and Sumo had expired in accordance with its terms as a definitive agreement was not entered into by December 31, 2014. Giyani also announced that in connection with the expiration of the Agreement, the board of Directors of Giyani rescinded the appointment of Mr. Bertan Atalay as Interim President of Giyani on December 31, 2014.

On January 28, 2015 the Company provide a corporate update on its most recent developments and strategy for 2015. Giyani's exploration permits that comprise the Giyani Gold Project in South Africa remain in good standing and it is management's belief that a sizable gold deposit may exist near historic mining sites contained in these permits. Giyani's exploration permits will need to be extended and upgraded on or before July 10, 2015. Giyani continues to work towards recovering the funds owed to it by Corridor Mining Resources, its joint venture partner on the Giyani Gold Project, and is holding conversations relating to increasing Giyani's ownership position in the region. Giyani is the largest shareholder of Canoe Mining Ventures Corp. (TSXV: CLV) ("Canoe") with a 44.6% interest. Duane Parnham was appointed as President and CEO of Canoe on October 2, 2014 and since that time has worked towards consolidating the Shebandowan Copper-Gold Belt North of Thunder Bay, Ontario executing, most recently, a transaction to acquire a project from Glencore. Giyani has signed a voluntary escrow arrangement with Canoe to align with other escrowed shareholders and protect the value of Canoe with the right balance of liquidity should it be needed. It is Giyani's belief that Canoe's strategic position and compliant gold resources will contribute significantly to the Giyani balance sheet in 2015. As previously announced, the agreement between Giyani and the shareholders of Horizon Enerji A.Ş and Sumo Coal (Pty) Ltd. expired on December 31, 2014. Until such a time that a new agreement is signed between all parties, no further corporate activities will be undertaken or announcements will be made relating to this transaction. Giyani continues to work with Lambert Private Equity LLC ("Lambert"), and the previously announced financing facility remains one source of capital which Giyani can leverage as its 2015 strategy is executed. There are no guarantees that Giyani will conclude a transaction, however the management team of Giyani is pleased with the quality of the opportunities made available to Giyani which are currently in the early stages of evaluation.

On March 17, 2015 the Company announced it is arranging a non-brokered private placement of up to 4,000,000 common shares of Giyani at a price of $0.05 per share for total gross proceeds of up to $200,000 (the "Private Placement"). Management, directors, and insiders of Giyani intend on participating in the Private Placement, the net proceeds of which are to be used for general working capital purposes. The Private Placement is subject to the receipt of all required regulatory and exchange approvals, and is expected to close on or before March 30, 2015.

On March 30, 2015 the Company released Audited Annual Financial Statements and MD&A for Years

Ended December 31, 2014 and 2013.

On April 6, 2016 the Company announce further to the March 17, 2016 press release, the closing of a first tranche $145,000 non-brokered private placement by issuing 2,900,000 common shares at $0.05 per share.

On April 29, 2016 the Company announced further to the March 17 and April 6, 2015 press releases, the closing of the second tranche $55,000 non-brokered private placement by issuing 1,100,000 common shares at $0.05 per share.

On May 1, 2015 the Company that Duane Parnham an insider had acquired, in the aggregate, 6,413,907 common shares in the capital of Giyani Gold Corp. through a series of acquisitions dating from November 3, 2010 to April 29, 2015. Mr. Parnham owns an aggregate of 6,413,907 common shares representing 10.44% of Giyani Gold's issued and outstanding common shares, as disclosed on SEDI at www.sedi.ca. The Shares were acquired over that period of time through the sale to Giyani of certain mining assets, by way of private placements of shares from the treasury and acquisitions of shares on the open market through the facilities of the TSX Venture Exchange. The average purchase price of the Shares is $0.41 per common share. Mr. Parnham acquired the Shares for investment purposes, and may acquire additional Giyani securities in the future or dispose of his existing Giyani common shares on the basis of his assessment of market conditions and in compliance with all applicable securities regulatory requirements.

On May 14, 2015 the Company released financial results and MD&A for the Three Months Ended March 31, 2015 and 2014.

On May 29,2015 the Company announced that it had agreed to settle a total of $466,255.60 of debt relating to consulting fees and service fees to certain arm's-length and non-arm's-length parties by issuing an aggregate of 5,828,195 common shares of Giyani at a deemed price of eight cents per share.

As part of the debt settlement, an aggregate of 4,589,289 common shares will be issued to settle $367,143.12 of outstanding debt owed, directly or indirectly, to certain directors and senior officers of Giyani. The participation of each of the related parties in the debt settlement is considered a related party transaction under Multilateral Instrument 61-101 -- Protection of Minority Security Holders in Special Transactions. Giyani is relying on sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, for exemptions from the formal valuation and minority approval requirements under MI 61-101, as neither the fair market value of the common shares to be issued to the related parties, nor the amount of debt to be settled pursuant thereto, exceeds 25 per cent of Giyani's market capitalization.

A material change report in respect of the related party transactions was not filed at least 21 days in advance of the debt settlement, as the terms of the debt settlement were not settled until shortly before this announcement and Giyani wishes to close the debt settlement on an expedited basis for sound business reasons.

On June 12, 2015 the Company announced that it had extinguished a total of $147,028.59 of debt relating to consulting fees and service fees to certain arm's-length and non-arm's-length parties by issuing a total of 1,837,857 common shares of Giyani at a deemed price of eight cents per share. The actual debt settlement has been reduced from the previously announced amount of $367,143.12.

As part of the debt settlement, a total of 1,775,358 common shares were issued to settle $142,028.60 of outstanding debt owed, directly or indirectly, to certain directors and senior officers of Giyani. The participation of each of the related parties in the debt settlement is considered a related party transaction under Multilateral Instrument 61-101, Protection of Minority Securityholders in Special Transactions. Giyani is relying on sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, for exemptions from the formal valuation and minority approval requirements under MI 61-101, as neither the fair market value of the common shares to be issued to the related parties nor the amount of debt to be settled pursuant thereto exceeds 25 per cent of Giyani's market capitalization.

All common shares issued pursuant to the debt settlement will be subject to a hold period of four months and one day from their date of issuance and as such are restricted from trading until Oct. 10, 2015.

On June 29, 2015 the Company released the results from its annual general and special meeting of shareholders held in Toronto on June 25, 2015. At the meeting, shareholders elected the following to the Giyani board of directors: Duane Parnham, Scott Kelly, Roger Laine, Eugene Lee and Mark Frewin. At the meeting, PricewaterhouseCoopers LLP, Chartered Accountants, was reappointed as auditor of Giyani for the ensuing year, and the board of directors has been authorized to fix its remuneration. At the meeting approval of the stock option plan was ratified and approved as a rolling stock option plan.

On August 12, 2015 the Company released the Interim Financial Statements and MD&A for Three and Six Months Ended June 30, 2015 and 2014.

On October 13, 2015 the Company halted the shares for trading on the TSXV, JSE pending an announcement from the Company.

On October 14, 2015, the Company signed a letter of intent ("LOI") with Crystal Capital Wealth Corporation ("Crystal"). The LOI proposes a transaction pursuant to which the Company would acquire all the issued and outstanding securities of Crystal by means of a Reverse Takeover and Change of Business (the "Transaction"). Upon completion of the Transaction, the Company will change its name and hold a 100% interest in Crystal. As consideration, it was expected that common shares in the capital of the Company would be issued to the shareholders of Crystal. Crystal is an innovative, diversified financial services firm headquartered in Toronto, Canada, providing a holistic suite of financial products and services that cater to clients from all walks of life and income levels. Founded in its belief that Debt, Taxes, Inflation and Cash Flow are the biggest hazards to ensuring a certain lifestyle in retirement, Crystal has integrated debt management services, investment services, insurance, mortgage services and tax services under one roof for a 360-degree plan. This plan was designed to help individuals and families meet or exceed their financial goals and expectations. The Transaction and the terms outlined in the LOI were subject to a number of conditions, including the parties executing a binding definitive agreement with respect to the Transaction, completion of due diligence, TSXV approval, and receipt of all necessary regulatory and shareholder approvals and the approval of a Sponsor under TSXV Policy 2.2, unless an exemption was available therefrom. If all conditions were satisfied and a definitive agreement was executed, it was expected that the Transaction would close on or about March 31, 2016. In connection with the Transaction, it was contemplated that an equity financing of up to $5,000,000 would be undertaken by Crystal, with a minimum of $2,000,000 of this financing closing concurrently with the Transaction. In addition, it was contemplated that the common shares of Giyani would be consolidated on a basis to be determined by the parties.

On November 12, 2015 the Company released the Interim Financial Statements and MD&A for Three and Nine Months Ended September 30, 2015 and 2014.

On November 20, 2015 the Company announced that further to its news release dated October 14, 2015, Giyani and Crystal Wealth Capital have amended the indicative letter of intent agreement to extend the outside date for the proposed transaction pursuant to which the Company would acquire all the issued and outstanding shares of Crystal by means of a Reverse Takeover and Change of Business, to March 31, 2016. Concurrently with the execution of the amendment letter, Crystal and the Company entered into a loan agreement pursuant to which Crystal lent to the Company $35,000 (the "Loan"). The Loan bears interest at 3% per annum. The Loan is repayable within 90 days of the date of termination of the indicative letter of intent or, if Crystal and the Company enter into a definitive agreement in respect of the proposed transaction, 90 days following the date of termination of the definitive agreement. The indicative letter of intent agreement provides for the payment of a break fee of USD$250,000 by Crystal to the Company if the letter of intent agreement is terminated in certain circumstances. Any amount owing by the Company under the Loan will reduce the break fee received by the Company accordingly. The proposed terms outlined in the Agreement are subject to a number of conditions, including the parties executing a binding definitive agreement with respect to the proposed transaction, completion of due diligence, TSX Venture Exchange (the "TSXV") approval, and receipt of all necessary regulatory and shareholder approvals and the approval of a Sponsor under TSXV Policy 2.2, unless an exemption is available therefrom. If all conditions are satisfied and a definitive agreement is executed, it is expected that the proposed transaction would close on or about March 31, 2016. There can be no assurance that the proposed transaction will be completed as proposed or at all. The common shares of Giyani have been halted since the October 14, 2015 press release. Reinstatement of the trading of Giyani shares will resume upon TSXV's confirmation that Giyani has satisfied the Requirements for Reinstatement of Trading as set forth in TSXV Policy 5.2 - Change of Business and Reverse Takeovers. In preparation for this proposed transaction, the Board has approved the sale of 19,400,000 shares of Canoe Mining Ventures Corp. to be used towards closing expenses.

Subsequent Events (2015 Fiscal Year)

On March 31, 2016, the Company and Crystal terminated the "Agreement" as it has expired. Under the terms of the Agreement, Giyani is entitled to and will pursue collecting the US$250,000 break fee. Crystal loaned the Company CDN$35,000 which will be deducted from the break fee owing. The Company also announced the resignation of Mark Frewin as director of the Company.

On April 12, 2016, the Company announced the resignation of Ron Reed as CFO effective April 5, 2016. Duane Parnham has assumed the CFO role temporarily until a replacement has been found.

On April 27, 2016, the Company announced the resignation of Jo-Anne Archibald as Corporate Secretary effective on April 13, 2016.

On April 29, 2016, the Company released the Audited Annual Financial Statements and MD&A.

On May 2, 2016, the Company announced that it was in technical default of the provisions of NI 51-102 requiring the company to file its audited annual consolidated financial statements for the years ended Dec. 31, 2015, and 2014, and management's discussion and analysis by March 30, 2016, resulting from its listing on the Johannesburg Stock Exchange. The company remedied this default by filing its annual financial statements and MD&A on April 29, 2016.

Giyani Gold Project

The summary set forth below is based on the summary contained in the technical report prepared for Giyani Gold by G.A. du Plessis, B.Sc. (Geol.), GDE (Civ. Eng.), Pr. Sci. Nat, dated October 29, 2012 and entitled *National Instrument 43-101 Technical Report for the Klein Letaba, Frankie, Birthday, Horseshoe and Louis Moore Projects, Limpopo Province, South Africa, for Rock Island Trading 17 (Pty) Limited and Giyani Gold Corp.* (the “Giyani Gold Technical Report”), without material modification or revision. Defined terms and abbreviations used in the summary below and not otherwise defined herein shall have the meanings ascribed to them in the Giyani Gold Technical Report. The following summary is subject to all the assumptions, qualifications and procedures set out in the Giyani Gold Technical Report. The Giyani Gold Technical Report was prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”). For full technical details of the Giyani Gold Technical Report, reference should be made to the complete text thereof, which has been filed with the applicable Canadian securities regulatory authorities and has been posted on the SEDAR profile of Giyani Gold at www.sedar.com. The Giyani Gold Technical Report is incorporated by reference in this Annual Information Form and the summary set forth below is qualified in its entirety by reference to the full text of the Giyani Gold Technical Report. The technical information contained in this subsection of this Annual Information Form has been reviewed and approved by Robert (Bob) Middleton, the Vice President, Exploration of the Company, who is a “qualified person” for the purpose of NI 43-101.

Purpose and Project Outline

Rock Island, registration number 2002/025755/07, which, prior to October 26, 2012 was a joint venture between Scheffer and CMR, holds two Prospecting Rights (LP306PR and LP310PR) in respect of gold exploration projects in the Giyani region of the Limpopo Provinces of South Africa (the "Limpopo Properties). The intention is to develop these prospective projects through further exploration activities towards production status. Rock Island's and Giyani Gold's vision is to become a combined significant role player in the Giyani region gold exploration, development and mining sector. Rock Island also holds the Prospecting Right to the tailings dump (included in LP310PR) on the historical Klein Letaba mine premise.

On October 26, 2012, Giyani Gold completed the acquisition of 100% of the shares of Lexshell 831, the indirect beneficial owner of 36% of the shares outstanding in the capital of Rock Island. As a result, Giyani Gold acquired an indirect 36% beneficial interest in the Limpopo Properties.

Rock Island's strategy, supported by Giyani Gold, is to develop Giyani Gold's gold exploration projects in the Giyani region by conducting effective historical data investigation and thereafter fast-tracking exploration and development on the most deserving projects. The management team, with the assistance of independent consultancy companies, has utilized historical data to add project knowledge and value as outlined in the Giyani Gold Technical Report. The shallow mineral assets of the Limpopo Properties represent the Company's project profile and have the potential to create a sound ounce capacity base from which to accelerate from exploration to scoping study, pre-feasibility study, feasibility study and development phases. The Giyani Gold Technical Report has been compiled to describe and document Rock Island's gold assets in accordance with the requirements of the TSX-V and applicable Canadian securities laws.

Rock Island's Black Economic Empowerment ("BEE") partner is a combination of Malungani Resources (Pty) Limited and a community trust for the benefit of various local communities in the Giyani region. The community trust has not yet been formally established, but 10% of the shares of Rock Island have been reserved for the to-be-created community trust. Rock Island and Giyani Gold have engaged the of the Giyani Gold Technical Report, a Professional Geologist and Member of the South African Council for Natural Scientific Professionals, to prepare the Giyani Gold Technical Report in support of Giyani Gold's acquisition of the Limpopo Properties. The Giyani Gold Technical Report covers the techno-economic nature and parameters of the Limpopo Properties in the Limpopo Province, South Africa. The Giyani Gold Technical Report was based on several visits to the prospecting sites; the first during the first quarter of 2004, when the QP of the Giyani Gold Technical Report was conducting geological due diligence in the Giyani region; the second on September 10 to 12, 2010; and the third during October 6 to 7, 2012.

Klein Letaba - Frankie Prospect

<u>Location</u>

The Klein Letaba-Frankie prospect is situated west of the town of Giyani in the Limpopo Province of South Africa on un-surveyed state land known as Klein Letaba, in the Greater Giyani Municipality Council Area of the Mopani District of Limpopo Province, bordering the Klein Letaba River at coordinates: E30,55970 and S23,29610 (Long/Lat). The project covers two areas which are separated by the Klein Letaba River with the historical Frankie mine area located to the northeast and the old Klein Letaba mine area to the southwest of its banks.

<u>Legal Aspects, Tenure and Agreements</u>

A single Prospecting Right (LP310PR) for the Klein Letaba-Frankie prospect was granted to Rock Island on November 23, 2006 for a period of five years for the exploration of gold and copper. A renewal for the licence for a period of three years was lodged with the Department of Mineral Resources ("DMR") and was granted and executed on July 11, 2012. An Environmental Management Plan ("EMP") was conducted and approved by the DMR on November 23, 2006. Historically the project area was held under an Old Order Mining Right by OTR Mining Limited Incorporated and ownership changed to Rock Island, on July 3, 2002 under the Old Order Mining

Right. Rock Island has not conducted the conversion to the New Order Mining Right and subsequently gained two Prospecting Rights (LP310PR) for the Klein Letaba-Frankie and Birthday prospects and another (LP306PR) for the Louis Moore prospect. On October 11, 2012, Rock Island filed with the DMR a Section 11 transfer application that meets all the requirements, but it has not yet received a decision from the Minister of Mineral Resources (the "Minister). The Mineral and Petroleum Resources Development Act ("MPRDA") provides that the Minister must grant consent pursuant to Section 11 if the party seeking confirmation is able to confirm that such party is capable of carrying out and complying with the obligations, terms and conditions of the Prospecting Right and otherwise satisfies the requirements identified in the MPRDA. Giyani Gold's application is discussed in greater detail in the Giyani Gold Technical Report.

The tailings dump, which is situated proximal to the north of the old Klein Letaba mine and to the south of the Klein Letaba River, is included within the boundaries of the Prospecting Right LP310PR. The current position of the dump footprint is located within the boundaries of the Prospecting Right issued for the Klein Letaba-Frankie prospect.

<u>History and Historical Exploration</u>

The historical ownership, exploration and development of the Klein Letaba-Frankie mines is summarized below.

Klein Letaba Mine

The Klein Letaba mine was the largest gold producer in the area during the period from 1960 to 1968, when caving forced the mine to close. The mine comprises a redundant vertical primary shaft and a younger decline shaft dipping towards the east along the strike of the orebody.

The vertical shaft is stripped from its steelworks and is currently being used as a water reservoir for garden irrigation at the village.

The decline Klein Letaba mine shaft's infrastructure is of less economic value and the steelwork condition thereof is not recommended for reuse. The shaft has been capped with a concrete slab and steel reinforcement in April 2009 by CMR. It is also flooded and is still equipped with its headgear and men/material carriage. The historical explosive magazine is located in the western slope of the tailings dump.

The Eskom power supply reticulation to the mine is still intact but in poor condition. The substation located to the east of the mine outside the village fence is functional and supplies power to the village and pump at the vertical shaft (reservoir).

Recycling the dump material may be the intention in the future and it may be necessary to investigate the alternative of using some of the material as landfill for the caving-pit at Klein Letaba and the Frankie open-pits. However, strict treatment measures with respect to the tailings will have to be taken prior to the filling operations.

Frankie Mine

The infrastructure at Frankie mine has been removed and the steelwork at the mine was removed during 1995. The mine openings comprise a vertical shaft located to the east of the open pits and a decline shaft plunging towards the east and located to the west of the pits. Evidence indicates that the scale of open-pit operations conducted was fairly limited, covering an approximate strike distance of 1km along the orebody and comprised mainly of two pits of roughly 70,000m^2 each and totaling approximately 1.2 million m^3.

The depth of both the decline and vent shafts and any relevant information on the extent of underground mining and infrastructure are unknown.

Klein Letaba Tailings

Rock Island launched an investigation on the tailings dump in two phases by MINTEC located in Randburg, South Africa; the first phase was in January 2006 and the second phase was in April 2006. During phase 1, the study revealed that the tailings dump has a mean grade of 0.71g/t and the material particle size is mostly fine with 80% of its mass smaller than 212 microns.

Phase 2 of the study revealed that the Knelson concentrator extraction method is not the most economic method to apply. MINTEC's pilot study during phase 2 on the slimes recovery material indicated a 42% after a 30 minute attritioning application.

The volumes of the Klein Letaba dump and related properties are shown in the below table:

Klein Letaba Tailings Dump Volume and Area	
Volume	430,570 m^3
Tonnes	818,083 t
Specific Gravity	Estimated 1.900 t/m^3

Access and Infrastructure

Access to Klein Letaba is excellent and the infrastructure with respect to mining is well developed and includes:

- the road R578 linking the mine to Mooketsi via Giyani;
- Eskom power lines are part of a major grid and are present at the project areas;
- the town Giyani is located nearby and is a centre of business activities in the area, and potential sources of unskilled and skilled labour may still be available as remnants of historical mining in the area;
- the closest railway to the project site located at the town Mooketsi at a distance of 68km;
- the Hudson Ntsanwisi Dam pipeline, which supplies the town of Giyani;
- the Giyani airport situated to the immediate north of the Siyandhani Village approximately 4km to the west of Giyani; and
- the potential for a new tailings dam footprint area (historical dump footprint area), adjacent and to the east of the existing dump position.

Regional Geological Setting

The geology in the region is of a complex nature in the metamorphic environment of the northern extremity of the Giyani Greenstone Belt ("GGB") (Sutherland) succession. The GGB is situated within the Archaean granite-greenstone terrane of the northern Kaapvaal Craton and south of the regional Hout River Shear Zone, which influenced the structural metamorphic evolution of the GGB, as described in the Giyani Gold Technical Report.

The area is dominated by folding of mafic and ultramafic sequences of medium-to-coarse grained biotite gneiss with the economically viable mineralized zones confined to the garnet rich meta-quartzite chemical sediments with associated interbedding of banded iron formations ("BIF") and its sulphide facies enrichment. This metamorphosed volcanic-sedimentary sequence, known as the Giyani Group, is comprised of serpentinite, amphibole, chlorite, talc shists and amphibolite and is overlain by a felsic sedimentary unit altered by acid lava, tuff and phyllite into banded ironstones and meta-quartzite. As a result of poor rock outcrops in the Giyani region due to relatively flat terrain the succession is difficult to recognize; however, this belt forms the lower ultramafic unit of the ideal greenstone belt mode. The thickness of the succession is unknown but modelling of geophysical data revealed that the succession may average a thickness of 1.5km. Further details are available in the Giyani Gold Technical Report.

Local Geological Setting

The lowermost stratigraphy rock units, and presumably also the oldest, are serpentinites and their birbiritic margins. These serpentinites are overlain by a succession of mainly actinolite-schists and talc-tremolite schists. The contact with the serpentinites appears to be sheared. At the top of these schists a typical thin layer of garnet-amphibolite schist is developed in many places. This layer seems to be a marker horizon and is normally followed or replaced in this position by thin conglomerate, arkose and sandstone horizons together with some phyllite and sericite schists.

The Klein Letaba area is dominated by folding of mafic and ultramafic sequences of medium-to-coarse grained biotite gneiss with the economically viable mineralized zones confined to garnet rich meta-quartzite chemical sediments at steep dips, exceeding 700 with associated interbedding of BIF and its sulphide facies enrichment.

The reigning host rock in the area at the Klein Letaba and Frankie prospects comprises ultramafic schists with fine-grained texture, highly foliated and mostly actinolite/tremolite/chlorite as the dominant constituent. The mineralized zone at the Klein Letaba prospect is hosted by meta-sediment and is comprised mostly of quartzitic schist with associated iron formations. The mineralization at the Frankie prospect is hosted in ultramafic green-grey schist and is intensely foliated. The economic sequence historically excavated at the open-pits is a 20m to over 30m wide BIF which is a massive, very resistant rock of dense layers alternating between quartz-rich and iron-rich bands.

Exploration

Historically, no drilling was conducted by Rock Island on the Klein Letaba-Frankie prospect but geophysical surveys in the form of magnetometry survey traverses on the Frankie prospect were conducted by the of the Giyani Gold Technical Report during 2004, resulting in the detection of positive anomalies.

An extensive, independent due diligence was conducted by the of the Giyani Gold Technical Report during the first quarter of 2004, in an effort to find any information applicable to availability of core, mine plans, logs, and previous due diligence studies, with no success. The only records available were plans only partly displaying development infrastructure of the Klein Letaba mine (none for the Frankie mine) and isolated indications or references to historical mining grades. A visit to and enquiry at the Limpopo Economic Development Enterprise offices in Polokwane, which is also the office of CMR, also did not yield any material or source.

Tentative information on the Klein Letaba prospect was valuable to form an opinion concerning the historical drilling. It is obvious that the nature of a mineralized zone of this kind requires an intensified drill-grid to develop a sound geological model to ensure a sustainable short and long term production plan. No information on approximately 25 historical holes drilled on the Klein Letaba prospect could be found, and since the core is not available for verification it would not be possible to declare a mineral resource.

Subsequent diamond drilling was done by Giyani Gold from July 23, 2012 to October 29, 2012 and a total of 15 holes were drilled to an average hole-depth of 199m. Gold mineralization at composite grades per hole varying from 0.138 to 2.195 g/t was intersected at sample widths 125m and 60m, respectively (KL12-04 and KL12-08) in this rather complex structural regime. Since the exploration efforts are still in an early stage and the collar orientation of these drilled holes are rather randomly distributed, it would be impossible to declare any mineral resource.

No historical drilling or sampling evidence could be found on the Frankie prospect. Several site traverses and investigations revealed no evidence of possible collar beacons of historical geological drill holes.

Mineral Resources

No underground sampling results, drilling results or drill-cores are available to conduct a mineral resource estimation for the Klein Letaba-Frankie prospect.

Environmental Issues

There are no negative environmental issues relating to the Klein Letaba-Frankie prospect, to the knowledge of Rock Island and Giyani Gold. The approval for the EMP was granted by the DMR on November 23, 2006 at the time that the right was converted to a new order Prospecting Right.

Conclusions and Recommendations

The due diligence review of the Klein Letaba-Frankie prospect has highlighted that the geophysical program that started in December 2011 and was completed in June 2012 was a significant milestone in reviving exploration efforts in the Giyani region at new millennium standards.

The primary objective of the due diligence study has been met and the following points are concluded:

- no official historical mineral resource/reserve estimates could be found, and production volumes quoted in the resource management industry are very tentative and could not be used within the boundaries of compliance with the SAMREC and NI 43-101 reporting standards;
- a due diligence review on the available yet sparse historical information and excellent data quality of Giyani Gold's 2012 geophysical and drilling Phase 1 results indicate the existence of the continuation of geological structures and gold mineralization to a depth of over 210m below surface, east from the old Frankie mine for a distance of >600m and at least 400m east and west of the Klein Letaba mine;
- the frequency of 15 holes drilled to date is not enough to attempt developing a structural model useable for the next level of Scoping Study;
- the impact of the geophysical program was successful and sufficient to provide data and information to interpret and extrapolate at least three anomalous geological provinces essential to outlining the three demarcated drilling target geozones;
- the 2012 phase 1 exploration program is, however, not sufficient to enable the compilation of a resource estimate. The holes planned (as shown in the Giyani Gold Technical Report) during phase 2 in 2013 are the minimum requirement and essential prior to attempting to compile such estimate;
- in view of the positive good quality data and information obtained from initial ground traverse induced polarization, VLF Electromagnetic and magnetic survey results with regards to the possible existence and extension of the mineralized zones to the east of the Frankie pits and east and west of the Klein Letaba mine, it is essential to engage in phase 2 of the diamond drilling program;
- Giyani Gold has planned a population of 26 holes (as shown in the Giyani Gold Technical Report) for the next phase and the Giyani Gold Technical Report suggests isolating a group of 11 holes to aim for intersecting gold mineralization at depths of 450m below surface at strategic localities;
- the remainder of 15 holes, carefully selected as per the existing geophysical dataset interpretation, are recommended to be drilled to a depth of at least 300m;
- the total amount of drill-core for phase 2 of exploration is then estimated at 10,000m;
- conduct a process of carefully placing and digging trenches, maybe to the east and west of the mine village, based on geophysical anomalies successfully detected during the previous phase (the anomaly in line with planned K12-17);
- develop the 3D geological structural model and grade model which is essential in the process of potentially compiling a mineral resource/reserve statement; and
- a budget of US$2.643 million is sufficient to complete this program.

The below table shows the summary of the proposed exploration program:

Exploration Work Program		Phase I Actual (ZAR)	Phase II Budget (ZAR)	Total (ZAR)
1.	Geophysical survey	3,988,094	0	3,988,094
2.	Possible trenches at geophysical anomalies	0	0	0
3.	Primary phase exploration drilling and sampling	6,262,196	0	6,262,196
4.	Secondary phase infill drilling and sampling	0	17,095,000	17,095,000
5.	Down-hole geophysical survey	0	517,000	517,000
6.	Follow-up trenches depending on drilling results	0	0	0
7.	Development of structural and grade models	0	700,000	700,000
8.	Labour and onsite overheads	2,209,124	1,062,500	3,271,624
	TOTAL	**12,459,414**	**19,374,500**	**31,833,914**

Birthday Prospect

Location and Legal Aspects and Tenure

The Birthday prospect is situated east of the town of Giyani in the area known as Klein Letaba, in the Greater Giyani Municipality Council Area of the Mopani District of Limpopo Province of South Africa, on un-surveyed state land and covers a small area to the north of the Klein Letaba River. The prospect comprises one area located to the north of the river and west of the Mohu Village. The main rural access towards the town of Giyani almost dissects the prospect. The Birthday prospect is situated approximately 7.5km to the east of the town of Giyani and covers an area of 67.68ha.

The Birthday prospect is included in the single Prospecting Right (LP310PR) granted for a period of five years to Rock Island on November 23, 2006 for the exploration of gold (“Au”) and copper (“Cu”). This prospect forms part of the Klein Letaba and Horseshoe prospects’ Prospecting Right. An EMP was conducted and approved by the DMR on November 23, 2006. On October 11, 2012, Rock Island filed with the DMR a Section 11 transfer application that meets all the requirements, but it has not yet received a decision from the Minister.

On October 26, 2012, Giyani Gold completed the acquisition and now holds an indirect 36% beneficial in the Birthday prospect as at that date.

History and Historical Exploration

Gazgold went into liquidation in 1995 after producing 1.75 tonnes of gold from the Birthday, Frankie and Klein Letaba prospects, collectively. Historical production figures for the Birthday mine are unavailable, but obvious from the somewhat high gold grades mined, this venture should have been the jewel in the region.

The general mineralized body mined at the Birthday mine comprises a mixture of lithologies with highly erratic gold mineralization. The primary zone of mineralization is associated with multiple irregular layer-like quartz veins inter-layered with banded and massive amphibolite.

The first stoping took place in late 1960 on Level 24. The mine operated with at least eight dedicated production levels and applied mostly breast mining methods in areas where the orebody allowed for it until it was closed in 1995. No evidence in the form of original survey assay tracings plans could be found to develop a resource/reserve estimate. The original surveyed production plan issued by Rock Island only displays stope face positions but not any gold grades. Additional information is available in the Giyani Gold Technical Report.

Evident from this tentative data and the relative high grades recorded, obvious open resource blocks appear to have remained when the mine went into liquidation. This may pose an opportunity for developing a resource via a short exploration drilling program.

No official mineral resource/reserve estimates could be traced and production volumes quoted in the resource management industry are very tentative and could not be used within the boundaries of compliance with NI 43-101.

Access and Infrastructure

A well-developed infrastructure is available with:

- a dirt road in the process of being upgraded linking the mine to the town of Giyani;
- Eskom power lines (part of a major grid) are present at the edge of the prospect;
- the town of Giyani is situated nearby and is a centre of business activities in the area, and potential sources of unskilled and skilled labour may still be available as remnants of historical mining in the area;
- the closest railway to the prospect site is located at the town of Mooketsi at a distance of 72km;
- the Hudson Ntsanwisi Dam pipeline (commissioned by the former Chief Minister of the old Gazankulu government) which supplies the town of Giyani; and
- the Giyani airport situated to the immediate north of the Siyandhani Village approximately 4km to the west of the town of Giyani.

Regional Geological Setting

This discussion is the same as for the Klein Letaba-Frankie prospect.

Local Geological Setting

The Birthday prospect is dominated by folding of mafic and ultramafic sequences of medium-to-coarse grained amphibolite with schist covering the first approximately 15m above the main mineralized quartz zone. The quartz shear zone, with a thickness varying between 0.2m to over 3m, dips approximately 320 towards the north on the eastern section of the prospect and 350 towards the east on the western section close to the reef sub-crop.

The orebody historically mined at the Birthday mine comprises an almost table surface configuration shear zone sulphide-rich deposit, as described in the Giyani Gold Technical Report. Mining during the early 1990s in this shear zone took place in gold enriched multiple irregular layer-like quartz/schist vein package ("Main Zone") inter-layered with banded and massive amphibolite.

Exploration

Tentative information was valuable to form an opinion concerning the drilling and sampling efforts during historical days. No relevant geological information pertaining to several holes drilled historically on the prospect could be found.

Mineral Resources

The stratigraphic persistence and grade of the Main Zone has not been documented during the history of the mine, as far as the author of the Giyani Gold Technical Report could gather, and if so, no information is available. No underground sampling results or drill-cores are available for use in mineral resource estimation.

Environmental Issues

There are no negative environmental issues relating to the Birthday prospect, to the knowledge of Rock Island and Giyani Gold, and approval for the EMP has been granted by the DMR.

Conclusions and Recommendations

The scope of the due diligence study conducted on the Birthday prospect was to confirm whether it is possible to define a mineral resource and design an exploration program to upgrade the resource where possible.

Although it is not possible to define a resource from the data available, it is evident that potentially economic mineralization is still present. A due diligence review on the sparse available historical information and recent geophysical work has confirmed the presence of gold mineralization. It is recommended that an extended exploration program should be conducted in an attempt to add resources to an already mined resource and possible extension of historically mined mineralized zones.

The 2012 magnetometry results indicate positive anomalies that fit the historical underground stoping excavations and the possible presence of mineralization to the northeast of the stoping done in the upper levels of the old mine.

It is obvious due to the nature of mineralization that a dense drill-grid to approximate depths of 180m on the northern part of the prospect is required. The Giyani Gold Technical Report recommends a two phase exploration-drilling program aimed initially, during phase 1, at the development of inferred or indicated resources in the proximal environment of the historical mine workings.

The second phase, exploration infill drilling with associated trenching, would be to develop an understanding of the structural complexity, grade consistency and strike trend prior to developing a 3D geological structural model and grade model.

The proposed exploration budget to cover the above activities at the Birthday prospect was compiled by the author of the Giyani Gold Technical Report and amounts to a value of US$0.393 million for phase 1 and US$0.683 million for phase 2.

The below table shows the summary of the exploration program:

Exploration Work Program	Phase 1 Actual (ZAR)	Phase 1 Budget (ZAR)	Phase 2 Budget (ZAR)	TOTAL (ZAR)
Primary phase exploration drilling and Sampling	106,084	173,650	0	173,650
Geophysical Survey	184,059	200,000	0	
Secondary phase infill drilling and Sampling	0	0	729,330	729,330
Labour and onsite overheads	657,183	255,000	128,000	383,000
TOTAL	**947,326**	**628,650**	**857,330**	**1,485,980**

Louis Moore Prospect

<u>Location and Legal Aspects and Tenure</u>

The Louis Moore prospect is situated north of the town of Giyani in the area known as Klein Letaba, in the Greater Giyani Municipality Council Area of the Mopani District of Limpopo Province of South Africa, on un-surveyed state land and covers a large area to the north of the Klein Letaba River. The prospect comprises only one area located adjacent to the Nsama River of which the majority of the prospect is situated to the south of the river. The mine is accessed over a distance of 1km from the main national road R81 linking the town of Giyani and the town of Malamulele to the north. The prospect is situated approximately 11km to the north of the town of Giyani and covers an area of 1,954.84ha.

The single Prospecting Right (LP306PR) for the Louis Moore prospect was granted to Rock Island on April 18, 2007 for a period of five years for the exploration of gold and copper. This Prospecting Right also includes the two historical mines called Courtney and Ophir. On October 11, 2012, Rock Island filed with the DMR a Section 11 transfer application that meets all the requirements, but it has not yet received a decision from the Minister.

On October 26, 2012, Giyani Gold completed the acquisition and now holds an indirect 36% beneficial interest in the Louis Moore prospect as at that date.

A renewal for the licence for a period of three years was lodged with the DMR and was granted and executed on July 11, 2012. The licence expiry date is now July 10, 2015.

An EMP was conducted and approved by the DMR on April 18, 2007.

History and Historical Exploration

The first gold mineralization was drilled at the Louis Moore mine between 1952 and 1955 by the Klein Letaba Mining Company. No evidence in the form of original survey assay plans could be traced to develop a resource/reserve calculation estimate. Isolated plans displaying tentative information with regard to underground development infrastructure could be traced and will be useful in the future.

No official mineral resource/reserve estimates could be traced and production volumes quoted in the resource management industry are very tentative and could not be used within the boundaries of compliance with NI 43-101.

Access and Infrastructure

Well-developed infrastructure is available:

- the mine is accessed over a distance of 1km from the main national road R81 linking the town of Giyani and the town of Malamulele to the north. The prospect is situated approximately 11km to the north of the town of Giyani;
- access to the prospect is excellent via various rural access roads towards the Xikukwane Village covering a fairly large part of the prospect; and
- a local airport is situated to the west of the town of Giyani approximately 18km from the prospect.

Regional Geological Setting

This discussion is the same as for the Klein Letaba-Frankie prospect.

Local Geological Setting

Most of the information provided hereinafter is applicable to the northern section of the Louis Moore prospect, since no detail exists on the southern part. At least five main rock formations are present in the area. Most of the surface area is covered by a thick soil profile overlying the weathered regolith material of amphibolite. This greenish coarse-grained massive rock consisting mostly of pyroxene, amphibole, olivine and phlogopite is replaced close to surface by ferruginous serpentinite. The rock layer that hosts the gold-enriched vein quarts is chlorite schist with a typical friable texture consisting of chlorite flakes.

The principal mineral for which exploration activities will take place is gold that occurs within sheared vein quartz zones dipping 45 degrees northwest. These mineralized veins, of which at least nine were exposed and mined, are confined in a layer of chlorite schist and are truncated pegmatite intrusions cutting unconformably through the underlying granite gneiss.

Exploration

Literature states that significant exploration drilling has been conducted by Klein Letaba Mining Company historically on the old Louis Moore mine, but no data could be found. Independent due diligence was conducted by the author of the Giyani Gold Technical Report on instruction by Rock Island in an effort to find any information applicable to availability of core, mine plans, logs and previous due diligence studies, with no success. Some incomplete paper copies of borehole sections reveal the stratigraphy intersected but no associated grade values.

Mineral Resources

No underground sampling results, drill-cores or geological structures on the prospect are available for mineral resource estimation.

Environmental Issues

There are no negative environmental issues relating to the Louis Moore prospect, to the knowledge of Rock Island and Giyani Gold. The approval for the EMP has been granted by the DMR on April 18, 2007.

Conclusions and Recommendations

The scope of the due diligence study conducted on the Louis Moore prospect was to confirm whether it is possible to define a mineral resource and design an exploration program to upgrade the resource where possible on this large prospecting area. Neither of these two objectives could be met due to the unavailability of data and information at this stage.

Giyani Gold completed the first array of activities towards proper exploration efforts in May 2012 by conducting a geophysical survey, starting at the locality of the old mine site. The results were positive and indicate a low magnetic signature on the geo-province where mining took place. Interpretation of the results has enabled Giyani Gold to locate collar positions of proposed drill holes effectively.

A two phase exploration program is required to gain sufficient data to construct structural and grade models for the prospect. A budget of US$0.333 million is estimated for the completion of phase 1 and US$0.438 million for the completion of phase 2 of the program.

The below table shows the summary of the recommended exploration program:

	Exploration Work Program	Phase 1 Actual (ZAR)	Phase 1 Budget (ZAR)	Phase 2 Budget (ZAR)	TOTAL (ZAR)
1.	Primary phase exploration drilling and sampling	1,054,426	1,169,600	0	1,169,600
2.	Geophysical survey	429,259	0	0	0
3.	Secondary phase infill drilling and sampling	0	0	2,310,980	2,310,980
4.	Labour and onsite overheads	765,232	197,000	98,500	295,500
	TOTAL	**2,248,917**	**1,366,600**	**2,409,480**	**3,776,080**

Horseshoe Prospect

Location and Legal Aspects and Tenure

The Horseshoe prospect is situated 1.2km southwest of the town of Giyani, between the town and the Klein Letaba prospect, in the Greater Giyani Municipality Council Area of the Mopani District of Limpopo Province of South Africa, on un-surveyed state land (as shown in the Giyani Gold Technical Report).

The prospect covers 1171.12ha, comprised of a single area located to the northeast of the main road, R81, linking Mooketsi and Malamulele, and is divided by the Klein Letaba River from west to east.

The Horseshoe prospect is part of a single Prospecting Right (LP310PR) granted to Rock Island on April 18, 2007 for a period of five years for the exploration of gold and copper. On October 11, 2012, Rock Island filed with the DMR a Section 11 transfer application that meets all the requirements, but it has not yet received a decision from the Minister.

On October 26, 2012, Giyani Gold completed the acquisition and now holds an indirect 36% beneficial interest in the Horseshoe prospect as at that date.

A renewal for the licence for a period of three years was lodged with the DMR and was granted and executed on July 11, 2012.

An EMP was conducted and approved by the DMR on April 18, 2007.

History and Historical Exploration

It is unknown when the first gold mineralization was drilled or exploited at the Horseshoe mine and no evidence in the form of original survey assay plans could be found to develop a resource/reserve calculation estimate. Official mineral resource/reserve estimates or related information within the boundaries of compliance with NI 43-101 are unavailable.

Access and Infrastructure

Well-developed infrastructure is available:

- the main national road, R81, traverses through the southeast section of the prospect and also links with the other access route to the area from the R578, located 1km to the south; and
- a local airport is situated to the west of the town of Giyani, approximately 2km to the north of the prospect.

Regional Geological Setting

This discussion is the same as for the Klein Letaba-Frankie prospect.

Local Geological Setting

Historical local geological information is unavailable and the first usable information became available through the geophysical survey efforts Giyani Gold made during 2012. Strong magnetic anomalies were detected as revealed by the survey results and may be the same geological regime as seen at the Klein Letaba-Frankie prospect.

Exploration

No data could be found with respect to any exploration efforts conducted at the historical Horseshoe exploration site. Independent due diligence was conducted, without success, by the author of the Giyani Gold Technical Report in an effort to find any information applicable to availability of core, mine plans, logs or previous due diligence studies. The geophysical work done by Giyani Gold was used to identify potential collar positions for phase 1 drilling of seven bore holes.

Mineral Resources

No underground sampling results, drill-cores or geological structure on the prospect are available for mineral resource estimation.

Environmental Issues

There are no negative environmental issues relating to the Horseshoe prospect, to the knowledge of Rock Island and Giyani Gold. The approval for the EMP has been granted by the DMR on April 18, 2007.

Conclusions and Recommendations

The scope of the due diligence study conducted on the Horseshoe prospect was to confirm whether it is possible to define a mineral resource and design an exploration program to upgrade the resource where possible on this large prospecting area. Neither of these two objectives could be met due to the unavailability of data and information on this very small historical gold exploration site.

Giyani Gold completed the first array of activities towards proper exploration efforts in March 2012 by conducting a geophysical survey, covering approximately 136ha across the locality of the old mine site. These results were positive and indicate strong magnetic signatures, which enabled Giyani Gold to locate collar positions of proposed drill holes effectively.

A future two phase exploration program is required to gain sufficient data to construct structural and grade models for the prospect. A budget of US$0.326 million is estimated for completion of phase 1 and the estimate for phase 2 will be available once phase 1 is complete.

The below table shows the summary of the proposed phase 1 exploration program:

	Exploration Work Program	Phase 1 Actual (ZAR)	Phase 1 Budget (ZAR)	Phase 2 Budget (ZAR)	TOTAL (ZAR)
1.	Primary phase exploration drilling and sampling	827,038	876,534	0	876,534
2.	Geophysical survey	671,748	0	0	0
3.	Secondary phase infill drilling and sampling	0	0	1,735,147	
4.	Labour and onsite overheads	885,286	104,241	52,121	156,362
	TOTAL	**2,384,072**	**980,775**	**1,787,268**	**2,768,043**

RISK FACTORS

Giyani Gold's business, being the acquisition, exploration, and development of mineral properties primarily in South Africa, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Nature of the Exploration and Mining Industry

Giyani Gold's future is dependent on its exploration and development programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience and knowledge. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on Giyani Gold's projects, or the current or proposed exploration programs on any of the properties in which Giyani Gold has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in Giyani Gold not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labor disputes (including work stoppages and strikes), and other unanticipated interruptions.

Additional Financing Needs

Giyani Gold's ability to continue its business operations is dependent on management's ability to secure additional financing. The Company's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Company's obligations.

Giyani Gold's main funding requirements are for its corporate overhead and satisfaction of its mineral exploration, property and project obligations, including the acquisition of additional mineral properties. The advancement, exploration and development of Giyani Gold's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and the commencement of mining operations, will require substantial additional financing. As a result, the Company may be required to seek additional sources of equity financing in the near future. While the Company has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control including, but not limited to, adverse market conditions, commodity price changes and economic downturns. There can be no assurance that Giyani Gold will be successful in obtaining any additional financing required to continue its business operations and/or to maintain its property interests, or that such financing will be sufficient to meet the Company's objectives or obtained on terms favorable to the Company. Failure to obtain sufficient financing as and when required may result in the delay or indefinite postponement of exploration and/or development on any or all of Giyani Gold's properties, or even a loss of property interest, which would have a material adverse effect on the Company's business, financial condition and results of operations.

No Earnings and History of Losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. Giyani Gold has not determined whether any of its properties, including the Giyani Gold Project, contains economically recoverable reserves of ore and currently has not earned any revenue from its projects; therefore, the Company does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. Giyani Gold's operating expenses and capital expenditures may increase in subsequent years with advancing exploration, development and/or production from the Company's properties. The Company does not expect to receive revenues from operations in the foreseeable future and expects to incur losses until such time as one or more of its properties enters into commercial production and generates sufficient revenue to fund continuing operations, if at all. There is no assurance that new capital will be available, and if it is not, Giyani Gold may be forced to substantially curtail or cease operations.

Volatility of Commodity Prices

The development of Giyani Gold's mineral properties is dependent on the future prices of minerals and metals, and in particular, the price of gold. As well, should any of the Company's properties eventually enter commercial production; the Company's profitability will be significantly affected by changes in the market prices of minerals and metals.

Precious metals prices are subject to volatile price movements which can be material and occur over short periods of time, and which are affected by numerous factors, all of which are beyond Giyani Gold's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. Dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs and levels of precious metals production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. Dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of any of Giyani Gold's exploration projects, cannot be accurately determined at the present time. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) Giyani Gold's properties to be impracticable or uneconomical. As such, the Company may determine that it is not economically feasible to commence commercial production at some or all of its operations, which could have a material adverse impact on Giyani Gold's financial performance and results of operations. In such a circumstance, the Company may also curtail or suspend some or all of its exploration activities, with the result that depleted reserves are not replaced.

Risks of Operating in South Africa

Giyani Gold conducts its activities primarily in South Africa and as such its operations are potentially subject to a number of political, social, economic and other risks and uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses, mining permits or other agreements, changes in laws or taxation policies, and currency exchange restrictions. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines could have a significant effect on the Company.

The Giyani Gold Project, which is located in South Africa, carries certain risks associated with different political and economic climates. In the past two decades, South Africa has undergone major changes and, accordingly, all laws may be considered relatively new, resulting in risks such as possible misinterpretation of new laws, unilateral modification of mining or exploration rights, operating restrictions, increased taxes, environmental regulation, evolving mine safety standards and other risks arising out of a new sovereignty over mining, any or all of which could have an adverse impact upon the Company. In addition, legislative enactments may be delayed or announced without being enacted, and future political action that may adversely affect the Company cannot be predicted. Giyani Gold's operations may also be affected to varying degrees by political and economic instability, unplanned and unlawful labor actions, unrelenting operating cost inflation, crime, extreme fluctuations in currency exchange rates and concerns with respect to reliable power delivery.

South African Government Empowerment Initiatives

The mining industry in South Africa, where the Giyani Gold Project is located, is subject to extensive regulation. The regulatory environment is developing, lacks clarity in a number of areas and is subject to interpretation, review and amendment as the mining industry is further developed and liberalized. In addition, the regulatory process entails a public comment process, which makes the outcome of the legislation uncertain and may cause delays in the regulatory process. A number of significant matters have not been finalized, including legislation dealing with beneficiation. Giyani Gold cannot predict the outcome or timing of any amendments or modifications to applicable regulations or the interpretation thereof, the release of new regulations, or their impact on its business.

In October of 2002, the South African government enacted the *Mineral and Petroleum Resources Development Act* (South Africa) (the "MPRDA") that deals with the state's policy towards ownership of mineral rights and the procedures for conducting mining transactions in South Africa. The MPRDA is a statute with wide-ranging objectives, including sustainable development and the promotion of equitable access to South Africa's mineral wealth. The MPRDA came into effect in May of 2004.

Future amendments to, and interpretations of, the economic empowerment initiatives by the South African government and the South African courts could adversely affect the business of the Company and its operations and financial condition.

Giyani Gold has taken steps in an attempt to foster a positive social attitude with respect to the Giyani Gold Project. The Company takes pride in its commitment to achieving the highest levels of sustainability, from workplace safety to community and environmental responsibility. The Company invests significant resources into its corporate social responsibility programs, which in South Africa entail a multi-dimensional commitment to employee training and safety, local communities, direct and indirect social impacts, educational programs, environmental protection, community sponsorship and cultural and heritage aspects. In meeting broad-based BEE requirements, as mandated by the MPRDA and other legislation, a community trust is being established and a BEE partner has been engaged with respect to ownership of the Giyani Gold Project, resulting in a 26.2% shareholding afforded to BEE enterprises, which meets the legislated requirements in respect of BEE standards.

Title Matters

The acquisition of title to mineral properties is a very detailed and time-consuming process. Giyani Gold may not be the registered holder of some or all of the licenses or rights comprising the Giyani Gold Project. These licenses or rights may currently be registered in the names of other individuals or entities, which may make it difficult for the Company to enforce its rights with respect to such licenses or rights. There can be no assurance that proposed or pending transfers will be effected as contemplated. Failure to acquire title to any of the licenses or rights at one or more of Giyani Gold's projects may have a material adverse impact on the financial condition and results of operations of the Company.

Once acquired, title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more licenses or rights at Giyani Gold's projects will not be challenged or impugned. There may be challenges to any of the Company's titles which, if successful, could result in the loss or reduction of the Company's interest in such titles. Giyani Gold's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of concessions by mining authorities or other governmental entities.

Governmental Regulation

The mineral exploration and development activities of Giyani Gold are subject to various laws governing prospecting, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in the countries in which the Company has operations. Although Giyani Gold's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Amendments to current laws and regulations governing the Company's operations, or more stringent implementation thereof, could have an adverse impact on the Company's business and financial condition.

Giyani Gold's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of Giyani Gold's future operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities that cause operations to cease or be curtailed. Other enforcement actions may include corrective measures requiring capital expenditures, the installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violations of applicable laws or regulations.

Permitting Processes

Giyani Gold's operations, including the exploration of the Giyani Gold Project, require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development plans, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of Giyani Gold's properties.

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Company's mineral projects may require the granting of environmental licenses and other permits or concessions by the competent environmental authorities. Required environmental permits, licenses or concessions may take time and/or be difficult to obtain, and may not be issued on the terms sought by the Company. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against Giyani Gold for violations of applicable laws or regulations.

Uninsurable Risks

Mining operations generally involve a high degree of risk. Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or the destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although Giyani Gold takes appropriate precautions to mitigate these risks, its operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs.

While Giyani Gold may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks are such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Competition

The mineral exploration and mining business is competitive in all of its phases. In the search for and acquisition of attractive mineral properties, Giyani Gold competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources. The Company's ability to acquire properties in the future will depend on its ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Company will be able to continue to compete successfully with its competitors in acquiring such properties or prospects, nor that it will be able to develop any market for the raw materials that may be produced from its properties. Any such inability could have a material adverse effect on the Company's business and financial condition.

Reliance on Key Personnel

Giyani Gold currently has a small senior management group sufficient for its present stage of exploration and development activity. The Company's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. Giyani Gold relies on a limited number of key employees, consultants and members of senior management, and there is no assurance that the Company will be able to retain such personnel. The loss of one or more key employees, consultants or members of senior management, if such persons are not replaced, could have a material adverse effect on the Company's business, financial condition and prospects.

To operate successfully and manage its potential future growth, Giyani Gold must attract and retain highly qualified engineering, managerial and financial personnel. The Company faces intense competition for qualified personnel in these areas, and there can be no certainty that the Company will be able to attract and retain qualified personnel. If Giyani Gold is unable to hire and retain additional qualified personnel in the future to develop its properties, its business, financial condition and operating results could be adversely affected.

Foreign Currency Risk

Giyani Gold currently uses the South African Rand and the Canadian Dollar as its functional currencies, and the Canadian Dollar as its reporting currency. Operations at the Giyani Gold Project are predominantly conducted in Rand, with costs paid in Rand. The Company does not hedge any of its operating costs or purchase any forward currency exchange contracts and is therefore exposed to exchange rate fluctuations. Fluctuations in the exchange rate between the Canadian Dollar and the Rand may also have a significant impact on the Company's results of operations and financial condition. Giyani Gold's assets and liabilities may be subject to the same exchange rate fluctuations that could also have a significant effect on the results of the Company. Giyani Gold cannot predict the effect of exchange rate fluctuations upon future operating results and there can be no assurance that exchange rate fluctuations will not have a material adverse effect on its business, operating results or financial condition.

Conflicts of Interest

Certain of the directors and officers of Giyani Gold also serve as directors and/or officers of other companies, including Canoe, that are involved in natural resource exploration, development and mining operations. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The directors of Giyani Gold are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest they may have in any project or opportunity of the Company. In addition, each of the directors is required by law to declare his or her interest in and refrain from voting on any matter in which he or she may have a conflict of interest, in accordance with applicable laws.

Enforcement of Civil Liabilities

Many of Giyani Gold's key assets are located outside of Canada. As a result, it may be difficult or impossible to enforce judgments granted by a court in Canada against certain of the assets of the Company. In the event of a dispute arising in connection with Giyani Gold's operations in South Africa, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of the courts of Canada or enforcing Canadian judgments in such other jurisdictions.

Infrastructure Requirements

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies, as well as the location of population centers and pools of labor, are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could impact Giyani Gold's ability to explore its mineral properties, thereby adversely affecting its business and financial condition.

DIVIDENDS

The Company has never paid any dividends on the Common Shares and currently intends to retain its future earnings, if any, to fund the development and growth of its business. The terms of any future debt or credit facility may preclude the Company from paying any dividends.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized capital stock consists of an unlimited number of Common Shares, of which 63,270,980 are issued and outstanding as of the date of this Annual Information Form.

All Common Shares rank equally as to dividends, voting powers and participation in the distribution of assets. All holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, and to attend and cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the board of directors of the Company (the "Board") at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

The following table sets forth, on a monthly basis, information relating to the trading of the Common Shares on the TSX-V during the year ended December 31, 2015.

PERIOD (2015)	HIGH ($)	LOW ($)	VOLUME
January ……………………………….	0.19	0.10	5,111,699
February ……………………………...	0.10	0.07	1,845,233
March ………………………………...	0.09	0.06	2,343,137
April ………………………………….	0.09	0.07	2,428,137
May …………………………………..	0.09	0.07	831,487
June …………………………………..	0.07	0.05	1,234,676
July …………………………………...	0.10	0.08	1,909,310
August ………………………………..	0.09	0.07	679,885
September ……………………………	0.09	0.07	498,911
October ………………………………	0.09	0.09	87,200
November ……………………………	0.00	0.00	Halted
December …………………………….	0.00	0.00	Halted

DIRECTORS AND EXECUTIVE OFFICERS

Board and Management

The following table sets forth the name and residence of each director and executive officer of Giyani Gold, as well as each such individual's position(s) with the Company, principal occupation(s) within the five preceding years, period of service as a director (where applicable), and beneficial holdings of Common Shares. Each of the directors of the Company will hold office until the close of the next annual meeting of shareholders and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

NAME, RESIDENCE AND POSITION(S) HELD WITH THE COMPANY	PRINCIPAL OCCUPATION(S) DURING THE PAST FIVE YEARS	DIRECTOR SINCE	NO. OF COMMON SHARES BENEFICIALLY OWNED
Duane Parnham Nassau, Bahamas Executive Chairman and Director	Executive Chairman of the Company (November 2010 – present); CEO of Canoe Mining, Executive Chairman of UNX Energy Corp. (November 2007 – April 2011)	November 2, 2010	5,713,907

Scott Kelly Toronto, Ontario, Canada Director	President of Cabrana Capital Resources Inc. (June 2011 – present); Executive Vice President of Kombat Copper Inc. (February 2013 – December 2013); Senior Vice President, TMX Equicom Group Inc. (January 2003 – June 2011)	August 30, 2011	25,000
Dr. Roger Laine Vailhauques, France Director	Independent Geological Consultant (January 2012 – ("Forsys") (2007 – December 2011)	June 18, 2010	325,250
Eugene Lee Toronto, Ontario, Canada Director, Marketing	Hudbay Minerals Inc. (July 2015 - present); CFO and Corporate Secretary, Commonwealth Silver & Gold Mining Inc. (April 2014 - May 2015); CFO, Premier Royalty Inc. (December 2012 - October 2013); Vice President, Finance - Northgate Division, AuRico Gold Inc. (November 2011 - January 2012); Vice Present, Finance, Northgate Minerals Corporation (April 2008 - October 2011)	June 15, 2015	nil

Based on the disclosure available on the System for Electronic Disclosure by Insiders (SEDI) as of the date of this Annual Information Form, the directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 8,359,857 Common Shares, representing approximately 13.9% of the total number of Common Shares outstanding.

The members of the Audit Committee are Eugene Lee (Chair), Scott Kelly and Dr. Roger Laine. The members of the Compensation Committee are Scott Kelly (Chair) and Eugene Lee. The members of the Corporate Governance and Nominating Committee are Scott Kelly (Chair) and Duane Parnham. The members of the Technical Committee are Dr. Roger Laine (Chair) and Duane Parnham.

The Board is constituted with three independent directors, being Scott Kelly, Eugene Lee and Dr. Roger Laine, and one director who are not independent, being Duane Parnham.

Additional biographical information on the directors and executive officers of Giyani Gold, including their respective principal occupation(s) during the past five years, is set forth below.

Duane Parnham

Mr. Parnham is the Executive Chairman of the Company. Since the early 1990s, he has successfully developed exploration companies from the start-up stage to fully-permitted projects with considerable resources and reserves. His experience includes working internationally with governments and landowners to identify high-impact and underdeveloped projects, and providing the capital and managerial resources necessary to create shareholder value. Mr. Parnham has founded and developed multiple resource-focused companies, including Forsys Metals (a Toronto Stock Exchange-listed mining exploration company with interests in Namibia), UNX Energy, Angus Mining Namibia Inc., and Temex Resources Corp. Mr. Parnham is a former director of Forsys, UNX, Kombat Copper, Angus Mining Namibia Inc., Temex Resources Corp. and IC Potash Corp. ("IC"), and was a member of the Audit Committee of Forsys, UNX and IC. Mr. Parnham is also a member of the board of directors of Security Devices International Inc. and its Audit Committee. He has considerable experience in corporate governance, stakeholder relations, and raising capital, all providing a high rate of success in realizing shareholder value. Mr. Parnham is a graduate of the Mineral Engineering Technology program at Fleming College.

Scott Kelly

Mr. Kelly is a trusted adviser to Chief Executive Officers and management teams and has over 20 years of experience maximizing awareness for public companies in a variety of industries. He is currently President of a private strategic advisory consulting firm, Cabrana Capital Advisors Inc., focused on emerging companies. Prior to founding such firm, Mr. Kelly was Senior Vice President of TMX Equicom Group Inc., where he guided strategic communications for numerous companies. Prior to its acquisition by the TMX Group, Mr. Kelly was a Partner, Director and Senior Vice President of The Equicom Group Inc., Canada's largest and most successful investor relations firm. Mr. Kelly has served as director of numerous private and public company boards of directors. He currently serves as a director of Newstrike Resources, Westbridge Energy and Canoe Mining Ventures. Mr. Kelly holds a degree from Queen's University.

Roger Laine

Dr. Laine is an experienced geological engineer with over 35 years of international industry experience throughout the Americas, West and Central Africa and Europe, specializing in exploration, development, geostatistics and reserve estimates, underground and open-pit mining, grade and quality control. He has gold experience that includes managing the first modern drill campaign at the Loulo Gold Deposit in western Mali for BHP (now in production with Rand-Gold), the first pre-feasibility study of the La Choya gold deposit for Silver Standard Resources (in Sonora, Mexico), the development of the Ponce Enriques Guadaloupe porphyry copper-gold project in Ecuador for Zappa Resources, and exploring the high Andes of Bolivia, Ecuador, and northwest Argentina. Dr. Laine has held directorships with several exploration-focused resource companies. In his most recent job assignment, he directed the development of the Valencia Uranium Deposit of Forsys in Namibia, bringing the reserves from 30 million to over 60 million pounds U_3O_8, and started the drilling at Namibplaas (another uranium project next to Valencia) which, when completed, added 33 million pounds of U_3O_8 to the Norasa Project. Dr. Laine holds a degree in geological engineering from ENSG (in Nice, France) with a Ph.D. in geosciences from the University of Arizona (in Tucson, USA). Dr. Laine is a registered P.Geo. with the APEG of British Columbia, which he joined in 1991.

Eugene Lee

Mr. Lee is an experienced metals and mining finance professional. He is currently Director, Marketing for Hudbay Minerals Inc. responsible for marketing all copper concentrate and zinc metal production. Prior roles include Chief Financial Officer of Commonwealth Silver and Gold Mining Inc., Chief Financial Officer of Premier Royalty Inc. and Vice President, Finance of Northgate Minerals Corporation. Mr. Lee is a Chartered Professional Accountant (CPA.CA) with the Institute of Chartered Professional Accountants of Ontario and he articled with PricewaterhouseCoopers in the audit and assurance group before transferring to PwC's consulting practice focusing on corporate bankruptcies and restructurings. Mr. Lee is a graduate of Trinity College at the University of Toronto and holds a Bachelor of Commerce in Economics and Finance.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the table in "Board and Management" above is, as at the date of this Annual Information Form, or was, within 10 years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including Giyani Gold) that:

(a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and that was issued while such individual was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or

(b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, Chief Executive Officer or Chief Financial Officer, and which resulted from an event that occurred while such individual was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer.

No individual set forth in the table in "Board and Management" above nor any shareholder holding a sufficient number of securities of Giyani Gold to affect materially control of the Company, nor any personal holding company of any such individual:

(a) is, as of the date of this Annual Information Form, or has been within 10 years before the date hereof, a director or executive officer of any company (including Giyani Gold) that, while such individual was acting in that capacity, or within a year of such individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets;

(b) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual; or

(c) has been subject to (I) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority; or (II) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the officers and directors of Giyani Gold also serve as directors and/or officers of other unrelated companies involved in the mineral exploration and development business. Additionally, Duane Parnham, Eugene Lee and Scott Kelly serve on the board of directors of Giyani Gold's majority-owned subsidiary Canoe. See "Description of the Business – Three Year History – 2013 Fiscal Year". Consequently, there exists the possibility for such officers or directors to be in a position of conflict. Any decision made by any such officers or directors involving the Company will be made in accordance with their duties and obligations under the laws of the Province of Ontario and Canada. See "Risk Factors – Conflicts of Interest".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Giyani Gold is not and was not a party to, and none of its property is or was the subject of, any legal proceedings during its most recently completed financial year, nor does the Company contemplate any such legal proceedings.

No penalties or sanctions have been imposed against Giyani Gold (i) by a court relating to securities legislation or (ii) by a securities regulatory authority, nor has the Company entered into any settlement agreements (a) before a court relating to securities legislation or (b) with a securities regulatory authority, during the Company's most recently completed financial year, nor has a court or regulatory body imposed any other penalties or sanctions against the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed under "Description of the Business – Three Year History – 2014 Fiscal Year", no (a) director or executive officer, (b) person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares, nor (c) any associate or affiliate of any of the persons or companies referred to in (a) or (b) has, or has had within the three most recently completed financial years before the date hereof, any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its principal office in Toronto, Ontario and its office in Cape Town, South Africa.

MATERIAL CONTRACTS

The only material contracts that Giyani Gold has entered into (i) since the beginning of its most recently completed financial year or (ii) before the beginning of its most recently completed financial year and that are still in effect, other than contracts entered into in the ordinary course of business, are as follows (copies of which are available under the Company's SEDAR profile at www.sedar.com):

(a) Letter Agreement (see "Description of the Business – Three Year History – 2013 Fiscal Year");

(b) Securities Exchange Agreement (see "Description of the Business – Three Year History – 2013 Fiscal Year"); and

(c) Agency Agreement (see "Description of the Business – Three Year History – 2013 Fiscal Year").

INTERESTS OF EXPERTS

The independent author of the Giyani Gold Technical Report was G.A. du Plessis, B.Sc. (Geol.), GDE (Civ. Eng.), Pr. Sci. Nat.

Eversheds LLP (now Mahons Attorneys) of Sandton, South Africa is named in the Giyani Gold Technical Report as having prepared a title opinion with respect to certain matters pertaining to the Giyani Gold Project.

None of the foregoing experts, nor (where applicable) any partner, employee or consultant of such an expert who participated in and who was in a position to directly influence the preparation of the applicable report, holds, has received, or expects to receive, registered or beneficial interests, direct or indirect, in Common Shares or other property of the Company or any of its associates or affiliates representing 1% or more of the outstanding Common Shares.

PricewaterhouseCoopers LLP, Chartered Professional Accountants, the auditors of Giyani Gold, have advised that they are independent with respect to Giyani Gold within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Board has adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "A".

Composition of the Audit Committee

The Audit Committee currently consists of Eugene Lee, Scott Kelly and Dr. Roger Laine, all of whom are 'financially literate' (as defined in National Instrument 52-110 – Audit Committees ("NI 52-110"). All are considered to be 'independent' (as defined in NI 52-110). The Audit Committee met four times during the year ended December 31, 2015.

Relevant Education and Experience

The following brief biographies describe the education and experience of each member of Giyani Gold's Audit Committee that is relevant to the performance of each such member's responsibilities.

Scott Kelly

Mr. Kelly is a trusted adviser to Chief Executive Officers and management teams and has served as a director of numerous private and public companies. He currently serves as a director of Newstrike Resources and Canoe. Mr. Kelly holds a degree from Queen's University. He has acquired, through his experience with public companies, an understanding of the accounting principles used by Giyani Gold to prepare its financial statements.

Eugene Lee

Mr. Lee previously served as Chief Financial Officer of two companies including Commonwealth Silver and Gold Mining Inc. and Premier Royalty Inc. He is also a director of Canoe. He is a Chartered Professional Accountant and has a Bachelor of Commerce from the University Toronto. Based on Mr. Lee's experience and training as a Chartered Professional Accountant, he is able to assess the general application of accounting principles in connection with the accounting for estimates, accruals and provisions; has experience preparing, auditing, analyzing and evaluating financial statements that present a breadth and level of complexity generally comparable to Giyani Gold's financial statements; and has an understanding of internal controls and procedures for financial reporting.

Dr. Roger Laine

Dr. Laine has held roles as both a director and a member of the management team of a number of publicly traded junior mining companies, including Landmark Minerals, Anglo Canadian Uranium, and Forsys. Dr. Laine also previously spent two years as a Financial Security Advisor with Freedom 55 Financial. Dr. Laine's public company experience in the junior mining industry, both as a member of various management teams and as a director, has given him an understanding of the accounting principles used by Giyani Gold to prepare its financial statements.

Pre-Approval Policies and Procedures

As set out in the Audit Committee Charter, one of the Audit Committee's primary duties is to pre-approve all non-audit services to be provided to Giyani Gold or its subsidiaries by its external auditor.

External Auditor Service Fees

The following table discloses the fees billed to Giyani Gold by its external auditor (PricewaterhouseCoopers LLP) during the last two financial years.

FINANCIAL YEAR ENDING	AUDIT FEES(1)	AUDIT-RELATED FEES(2)	TAX FEES(3)	ALL OTHER FEES(4)
December 31, 2014	$63,000	$0	$5,000	$0
December 31, 2015	$43,000	$0	$0	$0

Notes:
(1) The aggregate fees billed for professional services rendered by the auditor for the audit of Giyani Gold's annual financial statements.
(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Giyani Gold's financial statements and that are not disclosed in the "Audit Fees" column.
(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
(4) The aggregate fees billed for professional services rendered by the auditor in connection with the listing of the Common Shares on the JSE and the Qualifying Transaction.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Giyani Gold's securities, and securities authorized for issuance under equity compensation plans, as applicable, will be contained in the Company's management information circular to be filed in connection with its annual shareholders' meeting to be held later this year. Additional financial information is provided in the Company's financial statements and related management's discussion and analysis for its most recently completed financial year. Additional information relating to Giyani Gold may also be found under the Company's SEDAR profile at www.sedar.com.

APPENDIX "A"

AUDIT COMMITTEE CHARTER

PURPOSE OF THE AUDIT COMMITTEE

The purpose of the Audit Committee is to fulfill the applicable public company audit committee legal and regulatory obligations and to provide assistance to the Board of Directors ("the Board") to enable it to fulfill its oversight responsibilities in relation to the financial reporting process, the system of internal controls and the audit process and management of significant risks to Giyani Gold Corp. ("the "Corporation"), as they relate to financial reporting.

Audit Committee Mandate

The Audit Committee (the "Committee") is appointed by the Board to assist the Board in fulfilling its oversight responsibilities of the Corporation. In so doing, the Committee provides an avenue of communication among the external auditors, management and the Board.

The Committee's purpose is to ensure the integrity of financial reporting and the audit process, and that sound risk management and internal control systems are developed and maintained. In pursuing these objectives the Audit Committee oversees relations with the external auditors, and reviews the effectiveness of the internal audit function.

STRUCTURE OF THE COMMITTEE

Composition

The Audit Committee is a standing committee of the Board and will be composed of not less than three directors, with not more than one Director being a Corporate Officer, related party or employee of the Corporation.

Quorum

A quorum of the Committee will be a majority of members present in person, by telephone or any combination thereof.

Appointment of Members and Chairman

Members of the Committee shall be appointed by the Board annually on the recommendation of the Corporate Governance & Nominating Committee to hold office at the pleasure of the Board. No more than two members of the Committee will resign from the Committee in any given year.

Chairman

The Board shall appoint one of the members as the Committee Chair. In the absence of the Chair from any meeting, the Committee shall appoint a member to be the Chair for the purposes of the conduct of that meeting.

Qualification of Members

Members of the Committee shall meet applicable requirements and guidelines for audit committee service, including requirements and guidelines with respect to being independent and unrelated to the Corporation and to having accounting or related financial management expertise and financial literacy.

The determination as to whether a particular Director satisfies the requirements for membership on the Audit Committee shall be made by the full Board.

Vacancy

A vacancy occurring in the membership of the Committee may be filled by the Board at its discretion, but in any event, the Board shall fill any vacancy to ensure a minimum of three members on the Committee at all times.

Number and Timing of Meetings

The Audit Committee meets at least four times a year, with meetings being scheduled to permit timely review of quarterly and annual financial statements. Additional meetings may be held at the discretion of the Chair or at the request of a member, external auditors or management.

Secretary

A secretary shall be designated and that person shall act as recording secretary for the Committee and produce Minutes of the meetings.

Meetings with Management and External Auditors

The Committee shall meet separately with management and external auditors at least once per quarter and shall meet at such other times, as the Committee deems appropriate.

Notice and Place of Meetings

Notice of time and place of meetings shall be communicated to members of the Committee no less than 24 hours prior to the time set for the meeting, provided that any member may waive such notice.

A member of the Committee who attends a meeting for the purpose of objecting to whether the meeting was lawfully called shall not be considered to have waived required notice.

Invitees

By invitation of the Chair, individuals who are not members of the Committee may attend meetings from time to time and may participate in discussions related to issues before the Committee.

Minutes and Procedures of Meetings

Subject to statutory requirements and by-laws of the Corporation, the Committee may set its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee considers it appropriate, but in any event not later than the next Board meeting. Minutes of the Committee meeting shall be tabled at the next Board of Directors meeting.

Delegation of Responsibilities

The Committee may delegate to any person or committee of persons any of the Committee's responsibilities that may be lawfully delegated.

External Auditors

External auditors are ultimately accountable to the Board and shall report directly to the Audit Committee. The external auditors are accountable to the Board and the Audit Committee as representatives of the shareholders

Mandate

The Committee will review and reassess the adequacy of the Audit Committee Mandate on an annual basis to ensure that it accurately specifies the scope of the Committee's responsibilities and adequately sets out how it carries out those responsibilities.

PRIMARY RESPONSIBILITIES OF THE COMMITTEE

The Committee's primary duties and responsibilities are as follows:

- Review and recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and the compensation to be paid to the external auditor.
- Assume direct responsibility for overseeing the work of the external auditors engaged to prepare or issue an audit report or perform other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting.

- Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors. Review the Corporation's financial statements, Management Discussion and Analysis and annual and interim earnings press releases before such documents are publicly disclosed by the Corporation.
- To satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assess the adequacy of those procedures.
- Establish procedures for a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

Authority of the Committee

The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it. The Committee shall also have the authority to communicate directly with the external auditors.

DUTIES OF THE COMMITTEE

Compliance

The Committee is ultimately responsible for ensuring the Corporation's compliance with legal and regulatory requirements in respect to financial reporting and disclosure.

The Committee, on behalf of the Board, is responsible for monitoring management's actions in this regard to ensure that the Corporation has implemented appropriate systems to identify and monitor the response by Management and the Board of Directors to such issues as:

- Significant business risks.
- Legal, ethical and regulatory compliance.
- Internal systems of control and the effectiveness of such internal controls to ensure compliance with policies and procedures.

Meetings

Preparing minutes of all of its meetings and submitting same to the Board of Directors for approval and having the Chairman of the Audit Committee report to the Board of Directors on all significant issues addressed at the Audit Committee meeting.

Reviewing the interim and annual financial statements as well as the Corporation's financial disclosures and related party transactions.

Internal Controls

The Committee is responsible for maintaining the integrity and quality of the Corporation's financial reporting and systems of internal control by overseeing management's system of internal control and reporting process in respect to those controls.

External Auditors

- Reviewing and ensuring the qualifications and independence of the Corporation's external auditors.
- Making recommendations to the Board in respect of appointment or re-appointment of external auditors for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and making recommendations to the Board of Directors on the compensation for the external auditor.
- Overseeing and evaluating the performance of the external auditors.

- Reviewing the annual audit plan prepared by outside auditors and Management (CFO and CEO) in addition to proposed audit fees.
- Reviewing the external audit process and determining whether it has been effectively carried out and whether any matters that the external auditors wish to bring to the attention of the Board have been afforded adequate attention.
- Assessing the external audit function with a view to whether external auditors should be appointed or re-appointed. Such responsibility of the Committee shall include the appointment, retention, termination, compensation and oversight of the external audit function.
- Pre-approving all auditing services and non-audit services to be performed for the Corporation by the external auditors.
- Meeting separately with internal audit, external audit and management at least quarterly to assess issues and make determinations on whether issues need to be taken to the Board for review and assessment.
- Evaluating independence of the external auditor in accordance with Canadian professional requirements, and determining whether disclosed relationships or services may impact the objectivity and independence of the auditors and whether such independence has been documented in written correspondence to the Committee.
- Overseeing any work of the external auditor that includes the resolution of disagreements regarding financial reporting between management and the external auditors.
- Evaluating the external audit process and determining whether the external audit has been completed in accordance with applicable law.

Financial Reporting

- Reviewing annual and interim financial statements of the Corporation.
- Reviewing changes in significant accounting policies and evaluates impact on the current and future financial statements of the Corporation.
- Preparing, if required, an Audit Committee report for inclusion in the Corporation's annual management proxy circular in accordance with applicable rules and regulations.
- Ensuring the effectiveness of disclosure controls and procedures to ensure material information potentially requiring public disclosure is made known in a timely fashion to senior officers of the Corporation.
- Being satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assessing the adequacy of those procedures.
- Reviewing and recommending to the Board of Directors for approval the public release and filing of any annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation, including news releases and management's discussion and analysis ("MD&A").
- Reviewing the information contained in the Corporation's quarterly reports, annual report to shareholders, MD&A, Annual Information Form (AIF), prospectuses and other disclosures determining if such information is complete and fairly presented.
- Reviewing material litigation and tax assessments in order to determine if any such matters may have a material impact on the financial position of the Corporation.
- Considering the Corporation's annual financial statements and ascertaining after a review with external auditors and management whether they are presented fairly in all material respects in accordance with generally accepted accounting principles, whether the selection of accounting policies is appropriate and whether the annual financial statements are recommended to the Board of Directors.

Reviewing Terms of Reference and Committee's Performance

The Committee should routinely assess its effectiveness against the mandate and shall report regularly to the Corporate Governance & Nominating Committee and Board of Directors on that assessment.

Reviewing Reports to Shareholders

When required by applicable statute or regulation, the Committee shall prepare reports to shareholders regarding the activities undertaken in the discharge of its responsibilities. A report will be prepared by the Audit Committee for inclusion in the annual report as required.

MEETINGS AND OPERATING PROCEDURES

- In the absence of the Chairman of the Committee, the members shall appoint an acting Chairman.
- A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee and to each Director of the Corporation in a timely fashion.
- The Chairman of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- The Committee, in consultation with management and the external auditors, shall develop and participate in a process for review of important financial topics that have the potential to impact the Corporation's financial policies and disclosures.
- The Committee shall communicate its expectations to management and the external auditors with respect to the nature, timing and extent of its information needs. The Committee expects that written materials will be received from management and the external auditors in advance of meeting dates.
- The Committee should meet privately in executive session at least quarterly with management, the external auditors and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed.
- In addition, the Committee or at least its Chair should communicate with management and the external auditors quarterly to review the Corporation's financial statements and significant findings based upon the auditor's limited review procedures.
- The Committee shall annually review, discuss and assess its own performance. In addition, the Committee shall periodically review its role and responsibilities.
- The Committee expects that, in discharging their responsibilities to the shareholders, the external auditors shall be accountable to the Board through the Committee. The external auditors shall report all material issues or potentially material issues to the Committee.

The Committee shall review and reassess the adequacy of this Charter at least annually, submit it to the Board for approval and ensure that it is in compliance with the TSX Exchange and OSC regulations.

GENERAL

In addition to the responsibilities and duties of the Committee stated above, the Committee shall attend to the following items;

- Review the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation. Review business practices undertaken by senior management to assess appropriateness with corporate policies.
- Review complaints procedures and whether they adequately track and record complaints to the Corporation regarding accounting, internal accounting or auditing matters.
- Engage and pay independent counsel and other special advisors as it deems necessary from time to time in order to carry out Audit Committee duties.
- Investigate any activity of the Corporation as it deems appropriate. All employees of the Corporation are required to cooperate with the efforts or enquiries of the Committee.
- Retain persons having special expertise to assist it in the performance of its duties.
- Communicate with the Board to ensure sufficient funding for the Audit Committee to permit it to fulfill its responsibilities.
- Make provision for confidential, anonymous submission by employees of the Corporation of concerns regarding accounting, internal accounting controls or auditing matters, ensuring that the existing processes adequately provide for such submission and establishing a process whereby the external auditor will receive timely notice of any such submission.
- Review at least annually the risk management and insurance programs

- Review any issues referred to the Committee by the Board of Directors.

The procedures set forth herein have been set out as guidelines only as opposed to inflexible rules and the Committee may alter these procedures as it deems necessary in order to perform its responsibilities.