

GIYANI GOLD CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

August 3, 2016

Item 3. News Release

A News Release with respect to the material change and a correction Release were issued by the Corporation through Marketwired and filed on the System for Electronic Document Analysis and Retrieval on August 3, 2016.

Item 4. Summary of Material Change

Giyani Gold Appoints New Officers and Directors to the Board of Directors and Grants Stock Options.

Item 5. Full Description of Material Change

For further information, please see copy of the News Releases attached hereto.

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

Confidentiality is not requested.

Item 7. Omitted Information

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

Item 8. Executive Chairman

Duane Parnham, Executive Chairman
1.289 837 0066
dparnham@giyanigold.com

Item 9. Date of Report

August 3, 2016

Giyani Gold Appoints New Officers and Directors including Energy Storage Specialist John Petersen to the Board of Directors and Grants Stock Options

OAKVILLE, ON, August 3, 2016: Giyani Gold Corp. (TSXV: WDG) (“Giyani”) is pleased to announce the appointment of John L. Petersen a world renowned energy storage specialist to the Board of Directors with immediate effect.

John Petersen has been engaged in the practice of law for 37 years and is a global thought leader on energy storage and sustainability issues. His diverse experience in corporate finance, natural resource development and advanced battery technologies give him a unique perspective on the technical, economic and supply chain challenges of energy storage, vehicle electrification and alternative energy. From February 2003 through January 2007, John served as a director of Axion Power International, Inc., including a two-year stint as board chairman. John is a 1976 graduate of the College of Business Administration at Arizona State University and a 1979 graduate of the Notre Dame Law School. He was admitted to the State Bar of Texas in May 1980 and was licensed to practice as a Certified Public Accountant from March 1981 through December 1990.

“It is an absolute pleasure and privilege to be working closely with John as we review the numerous opportunities currently available to develop a new vertical integrated platform in the new exciting energy sector. His invaluable experience will fit well with growing Giyani into a powerhouse participant in this sector,” states Duane Parnham Executive Chairman.

Giyani would also like to announce further board and management developments designed to strengthen our team moving forward. Effective immediately Scott Breard will join the Board as an Independent Director. Mr. Breard is a business and marketing professional as well as an author and speaker. Mr. Breard attended the University of Guelph prior to opening his first retail store, Hot Shots Games in 1999 at the age of 25. Mr. Breard is currently a partner of an online marketing agency that specializes in re-branding as well as social media and online reputation management. He has previously held positions as Director of Marketing with Olhausen Billiards, USA and Vice President of Marketing with Jack Nathan Health’s Clinics at Walmart, Canada.

Giyani has appointed Dan Crandall as Chief Financial Officer with immediate effective Mr. Crandall is a Senior Manager at Marrelli Support Services Inc. possessing approximately 10 years of experience. He specializes in providing Chief Financial Officer, accounting, regulatory compliance, and management advisory services to numerous issuers on the TSX, TSX-Venture and other Canadian and US exchanges. Dan is a CPA, CA and has an Honours Bachelor of Accounting (Co-op) degree from Brock University. Mr. Crandall will replace Duane Parnham who was acting CFO.

In connection with the above appointments, subject to exchange approval, Giyani has granted 500,000 options exercisable at 30 cents per share in accordance with the company's stock option plan. The options have a five year term and vest immediately.

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

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

For further information:

Duane Parnham, Executive Chairman

Giyani Gold Corp.

Tel: 1.289 837 0066

Email: dparnham@giyanigold.com

Forward Looking Statements

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

Stock Option Grant Correction

OAKVILLE, ON, August 3, 2016: Giyani Gold Corp. (TSXV: WDG) (“Giyani”) wishes to correct the number of stock options as per press release of the same day to 650,000 stock options granted exercisable at \$0.305 per share in accordance with the company’s stock option plan. The options have a five year term and vest immediately.

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

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

For further information:

Duane Parnham, Executive Chairman

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