

GIYANI METALS CORP.

CERTIFICATE OF OFFICER

TO: THE CANADIAN SECURITIES REGULATORY AUTHORITIES IN THE PROVINCES OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND AND NEWFOUNDLAND AND LABRADOR

RE: ABRIDGEMENT OF TIME PRESCRIBED BY SUBSECTION 2.2(1) IN ACCORDANCE WITH SECTION 2.20 OF NATIONAL INSTRUMENT 54-101 – *COMMUNICATION WITH BENEFICIAL OWNERS OF SECURITIES OF A REPORTING ISSUER*

The undersigned, Eugene Lee, duly appointed officer of Giyani Metals Corp. (the "**Company**"), hereby certifies for and on behalf of the Company and not in his personal capacity, intending that the same may be relied upon by you without further enquiry, that the Company is relying on Section 2.20 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Instrument**") pertaining to the abridgement of time prescribed by subsection 2.2(1) of the Instrument and that the requirements set forth in section 2.20 have been complied with. Specifically:

- (a) the Company has arranged to have proxy-related materials for the annual general and special meeting of shareholders of the Company to be held June 17, 2021 sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of the Instrument;
- (b) the Company has arranged to carry out all the requirements of the Instrument in addition to those described in paragraph (a) above; and
- (c) the Company is relying upon section 2.20 of the Instrument.

DATED this 20th day of May, 2021.

By: "Eugene Lee" (signed)

Eugene Lee
Chief Financial Officer