

Ethics and Corporate Governance Policy

Giza Minerals is committed to moral business dealings and good corporate governance subscribing to recognised standards. The Company pledges to non-sectarian, non-political, socially and environmentally responsible principles. To allow effect to conducive business conduct, the Company also subscribe to the subsequent principles:

- consistency and integrity in all business dealings;
- ethical management of actual or apparent conflicts of interests between personal and professional relationships;
- respect for the human rights and dignity of others;
- anti-discrimination and acceptance of diversity in all forms as more fully defined in region policies that accommodate region specific requirements;
- execute all business activities in a way that is free of bribery and corruption;
- truthful, translucent and meaningful public disclosures by the company conforming to established codes and regulations;
- be in accordance with recognised codes and standards for responsible mining and ethical business;
- consistency to sound standards of corporate governance and applicable laws; and
- representing the company's interests to relevant stakeholders through ethical lobbying to secure a policy, legal and regulatory framework that's conducive to effective conduct of the company's business and its operations.

In pursuing these values and principles, Giza Minerals expects its employees, officers and directors to adhere to, be bound by and uphold the following standards:

- act beyond reproach when representing the Company, and taking responsibility for actions;
- adhering to the Company's policies and standards;
- acting with integrity in all dealings with officers, directors, employees, advisors, suppliers, contractors, customers, shareholders and other stakeholders;
- conforming with the Company's approval framework and risk management policies;

- refrain from conflicts of interest, determining possible conflicts of interest and declaring the conflict as soon as it arises;
- apply corporate information for less than those purposes that it had been intended and keeping information confidential;
- avoiding practices or private interests that might conflict with those of Giza Minerals or which could end in Company losses or damage and
- desisting from any behaviour or activity with criminal intent.

In addition, Giza Minerals is committed to making sure that all public communications and any documents which the Company files or submits, to any regulatory body or public communication system, has disclosure which is full, fair, accurate, timely and understandable.

As approved by Management committee on 15th March 2020.

Signed:  _____
KS Selikoe

Chief Executive Officer