

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Wednesday, March 24, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am (Toronto time) on Monday, March 22, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Goliath Resources Limited hereby appoint: Roger Rosmus, Chief Executive Officer, or failing this person, Graham C. Warren, Chief Financial Officer

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Goliath Resources Limited to be held at 82 Richmond Street East, Toronto Ontario M5C 1P1 on Wednesday, March 24, 2021 at 10:00 a.m. (Toronto Time) and by telephone at 1-800-747-5150 and entering passcode: 5311060#.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To fix the number of directors to be elected at four (4).

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Roger Rosmus

02. Graham C. Warren

03. Jean Lafleur

04. Wayne Isaacs

For **Withhold**

3. Re-appointment of Auditors

To re-appoint McGovern Hurley, LLP, Chartered Accountants as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor's remuneration.

For **Against**

4. Ratification of the 10% Rolling Stock Option Plan

To consider, and, if thought advisable, to confirm and ratify the Rolling Stock Option Plan of the Corporation.

For **Against**

5. Shareholder Rights Plan

To consider and, if thought advisable, to pass an ordinary resolution to ratify and approve the adoption of a shareholder rights plan agreement dated December 11, 2020 between the Corporation and Computershare Investor Services Inc. as rights agent.

For **Against**

6. Articles of Amendment

To consider, and if thought advisable, to pass a special resolution of the Shareholders authorizing the Corporation to file articles of amendment to remove the Corporation's Class "B" Common Shares, Class "C" Preferred Shares, Class "D" Preferred Shares, Class "E" Preferred Shares, Class "F" Preferred Shares, Class "G" Preferred Shares, Class "H" Preferred Shares and Class "I" Preferred Shares as authorized classes of securities of the Corporation, and to remove and delete the rights, privileges, restrictions and conditions attaching thereto, such that the remaining class of shares authorized by the Corporation will solely be Class "A" common shares.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Information Circular – Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

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