

GOLIATH RESOURCES LIMITED

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 16, 2019**

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Goliath Resources Limited (the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP at 77 King Street West, Suite 3000, TD Centre North Tower, Toronto, Ontario M5K 1G8 on Wednesday, January 16, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended June 30, 2018 and the report of the auditors thereon;
2. to appoint UHY McGovern Hurley LLP, Chartered Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the "**Circular**"), to ratify, confirm and approve the stock option plan of the Corporation (the "**Stock Option Plan Resolution**");
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution pursuant to Section 173(1)(b) of the *Canada Business Corporations Act*, approving the amendment of the articles of the Corporation to change the province in which the Corporation's registered office is located in from Quebec to Ontario, as more fully described in the Circular (the "**Registered Office Change Resolution**"); and
6. to transact such other business as may properly be brought before the Meeting and at any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular, which accompanies this Notice of Meeting and forms part hereof.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his, her or its duly executed form of proxy not later than 10:00 a.m. (Toronto time) on January 14, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting, at the offices of Computershare Investor Services Inc., 1500 Robert-Bourassa Blvd., 7th Floor, Montreal QC, H3A 3S8; or by facsimile at (514) 982-7635.

The participation of its shareholders is very important to the Corporation. Please ensure that the votes attached to your common shares will be exercised at the Meeting.

DATED at Toronto, Ontario as of the 7th day of December 2018.

(Signed) "Roger Rosmus"

Roger Rosmus
President and Chief Executive Officer