
Overview

This Management's Discussion and Analysis ("MD&A") of financial results and related data of Goliath Resources Limited ("Goliath" or the "Company") is reported in Canadian dollars and has been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. To the extent which may be appropriate, this MD&A should be read in conjunction with the audited financial statements for the periods ended June 30, 2018 and 2017. Additional information relating to the Company may be accessed through SEDAR at www.sedar.com.

This commentary is as of October 25, 2018. The reader should be aware that historical results are not necessarily indicative of future performance.

Forward-Looking Statements

This MD&A contains forward-looking information which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, future plans and objectives, competitive positioning, requirements for additional capital, government regulation of operations, environmental risks and the timing and possible outcome of litigation and regulatory matters. All statements other than statements of historical fact, included in this MD&A that address activities, events or developments that the Company expects or anticipates may occur in the future are forward-looking statements. Often, but not always, forward-looking statements can be identified by use of forward-looking words such as "may", "could", "would", "might", "will", "expect", "intend", "plan", "budget", "scheduled", "estimate", "anticipate", "believe", "forecast", "future" or "continue" or the negative thereof or similar variations. Forward-looking statements are based on certain assumptions and analyses made by the Company, in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and known and unknown risks, many of which are outside the control of the Company, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Important factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other things, general business, economic, competitive, political and social uncertainties, the actual results of current operations, industry conditions, research and development activities, intellectual property and other proprietary rights, production risks, liabilities inherent in the mining industry, accidents, labour disputes, delays in obtaining regulatory approvals or financing and general market factors, including interest rates, currency exchange rates, equity markets, business competition, changes in government regulations. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause results to differ from those anticipated. Forward-looking statements contained in this MD&A are made as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events, results or otherwise, except as required by applicable securities laws.

Business Background

Goliath Resources Limited ("Goliath" or the "Company") was incorporated under the Ontario Business Corporations Act on February 16, 2017. The Company is currently engaged in the acquisition, and exploration of mineral properties in British Columbia. The head office and principal address of the Company is 25 Adelaide Street East, Suite 1614, Toronto, Ontario M5C 3A1.

Option Agreements

On April 18, 2017, Goliath entered into four option agreements ("Options") with J2 Syndicate and J2 Syndicate Holdings (collectively the "Optionors") to acquire a 100% legal and beneficial interest in and to four separate blocks of mineral claims located in British Columbia and individually known as and described as the "Bingo", "Copperhead", "Golddigger" and "Lucky Strike" properties subject to

a 3% net smelter returns royalty ("NSR"). Goliath can reduce the NSR from 3% to 2% by paying US\$1,500,000 for each property, no later than April 18, 2022. The agreements were subsequently amended on April 19, May 6, June 8, June 26, September 10, September 22 and September 27, 2017.

The Options may be maintained and exercised by Goliath issuing the following securities, making the following cash payments and incurring the following exploration expenses.

	Common Shares Issued	Warrants Issued
Bingo	3,000,000	3,000,000
Copperhead	900,000	900,000
Golddigger	3,000,000	3,000,000
Lucky Strike	3,000,000	3,000,000
Total	9,900,000	9,900,000

Cash payments	Effective date April 20, 2017	November 1, 2018	April 1, 2019	April 1, 2020	April 1, 2021	Total
Bingo	\$ 75,000	\$ 90,000	\$ 108,000	\$ 129,600	\$ 155,520	\$ 558,120
Copperhead	75,000	90,000	108,000	129,600	155,520	558,120
Golddigger	75,000	112,500	168,750	253,125	379,688	989,063
Lucky Strike	75,000	112,500	168,750	253,125	379,688	989,063
Total	\$ 300,000	\$ 405,000	\$ 553,500	\$ 765,450	\$ 1,070,416	\$ 3,094,366

Exploration expenses	December 15, 2017	December 15, 2018	December 15, 2019	December 15, 2020	December 15, 2021	Total
Bingo	\$ 55,120	\$ 96,460	\$ 168,805	\$ 295,409	\$ 516,965	\$ 1,132,759
Copperhead	69,960	122,430	214,253	374,942	656,148	1,437,733
Golddigger	106,000	185,500	324,625	568,094	994,164	2,178,383
Lucky Strike	318,920	558,110	976,693	1,709,212	2,991,121	6,554,056
Total	\$ 550,000	\$ 962,500	\$ 1,684,376	\$ 2,947,657	\$ 5,158,398	\$ 11,302,931

Conditions of the Options are as follows:

- Goliath must elect by April 1, 2019 and each subsequent year, to either carry out an exploration program which will result in it incurring the prescribed exploration expenses for that year by December 15 of that year or terminate the Options. If Goliath makes an election by April 1 and subsequently fails to raise the required funds by May 31 of that year, then the Option may be terminated by the Optionors, or an amount equal to the prescribed exploration budget will become a debt of Goliath, payable to the Optionors on March 31 of the following year.
- To maintain the Options beyond April 1, 2022, Goliath must elect not later than April 1, 2022 to either have a Preliminary Economic Assessment prepared or terminate the Options.
- Each of the four option agreements require Goliath to pay "resource bonuses" to the Optionors in cash and shares as and when NI 43-101 mineral reserves (proven and probable) and mineral resources (measured and indicated) on the properties collectively meet the following equivalent of ounces of gold:

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- i) Cash payment of US\$1,000,000 for 2,000,000 gold equivalent ounces.
 - ii) An additional cash payment of US\$1.00 for every gold equivalent ounce over 2,000,000 gold equivalent ounces.
 - iii) Issuance of 10,000,000 shares (the "J2 Bonus Shares") upon identification of 3,000,000 gold equivalent ounces of NI 43-101 mineral reserves and resources for each property (aggregate of 40,000,000 shares for the four properties).
 - iv) The obligation to issue the "resource bonuses" shall expire on December 15, 2023.
- In the event of termination of the Options, Goliath must perform and pay for all required reclamation work on the property within 24 months of termination and must maintain the property in good standing for a minimum of 12 months after termination. If Goliath fails to fulfill its obligations, it will be indebted to the Optionors for an amount equal to 150% of the costs which it would have incurred to fulfill its obligations.

Any claims acquired by Goliath within a 20-kilometre area of interest or contiguous to those claims acquired, will become part of the property and subject to the NSR.

The Company has incurred the prescribed exploration expenditures for the years 2017, 2018 and the Options are in good standing. The Company will apply any excess expenditures in 2017 & 2018 to its prescribed 2019 commitments.

Properties

Lucky Strike Property

The property is 23,992 hectares located in the Ominica and Skeena Mining Divisions in British Columbia. It has logging road access, only 3 km to a major highway & power, and 40 kilometres north by Highway of major infrastructure in Terrace, BC.

Goliath confirmed the discovery of two large porphyry systems being the Prosperity Bullseye Porphyry and the Lorne Creek Porphyry. The Prosperity Bullseye Porphyry had its inaugural exploratory drilling program to further confirm surface alteration / zonation / mineralized system to depth; assays are pending.

Other Lucky Strike Property Highlights include:

- The Prosperity Bullseye Porphyry has been mapped in detail on surface defining a large 1200 x 1000 metre alteration system and is reflected by a quartz-sericite-pyrite (QSP) core that is coincident with molybdenite-chalcocopyrite mineralization.
- A second porphyry centre has been confirmed, the Lorne Creek Porphyry. It is defined by a large 1200 by 700 metre alteration system, that is reflected by a quartz-sericite-pyrite (QSP) core and coincident with a molybdenite-chalcocopyrite stockwork.
- Multiple lines of evidence confirm the presence of porphyry systems on Lucky Strike:
- Prolific coarse gold in placer creeks draining extensive area containing widespread porphyry related polymetallic veins;
- Soil geochemistry defined a 2000 x 400 metre Au-Cu-Mo-Bi-Sb soil anomaly that is consistent with a porphyry signature);
- Gold rich polymetallic veins are radiating from the porphyry centre;
- Independent interpretations of subsurface geophysical data concluded it is consistent with a porphyry signature (see February 26th Press Release);
- Large alteration system confirmed at surface that is consistent with a porphyry system;
- Presence of historic polymetallic porphyry veins in Lorne Creek; and
- Prosperity Bullseye and Lorne Creek porphyries are located within a larger known porphyry belt.

Prosperity Bullseye Porphyry

The Prosperity Bullseye Zone has a geophysical and geochemical porphyry signature with the central zone extending over 2500 x 1500 x 500 metres and remains open to depth (see February 26th Press Release). Detailed mapping within this zone has defined a 1200 by 1000 metres alteration zone that is reflected by a quartz-sericite-pyrite (QSP) core and is coincident with molybdenite and chalcopyrite mineralization (Figure 1). A second porphyry zone with many of the same characteristics and style of mineralization as the Prosperity Bullseye has been identified 3 kilometres to the southeast, straddling the headwaters of Lorne Creek placers (see Figure 1). Mapping has been able to highlight a spatial link between polymetallic Au-Pb-Zn-Cu-Ag veins and Cu-Mo porphyry centres. Polymetallic veins between Prosperity Bullseye and Lorne Creek porphyry's highlight a NW structural trend between the two porphyry systems and widespread porphyry related polymetallic vein occurrences on the property may reflect proximity to other porphyry centres. Drilling is ongoing at the Prosperity Bullseye porphyry and results will be published once assays have been received, compiled, and interpreted. Additional structural interpretation will be augmented over the coming months with the recent completion of a property wide LIDAR survey.

Gold Source Breccia Discovery

- The quartz breccia at the Gold Source Zone occurs as a structural corridor, outcropping locally along strike for 1500 metres, is over 200 metres wide and remains open (Figure 3 & Figure 4). The zone is located 14 km south of Prosperity and is drill ready.
- Goliath's multi-year permit is in the process of being amended to include diamond drilling at both the Lorne Creek Porphyry and Gold Source discoveries.
- Assay highlights include:
 - 2017 Grab – Talus 96.80 g/t Au and 78.10 g/t Ag
 - 2018 Grab – Talus 44.40 g/t Au and 39.30 g/t Ag
 - 2018 Chip – Over 2 metres 22.30 g/t Au and 261.0 g/t Ag

The Gold Source Zone is an epithermal, milky quartz hydrothermal breccia and sheeted vein corridor that extends more than 1500 metres along an E-W trend. The corridor is over 200 metres wide and remains open. The trend is highly oxidized with primary sulphide contents ranging typically between 1-5% that are now represented by limonitic voids and boxworks. A total of 4.45 metres of channel sampling was completed; in addition, 13 chips samples and 28 grab samples were taken. Data compilation is ongoing to determine the geological nature of this vein/breccia system and if it has any spatial links to another nearby porphyry centre, similar to those seen at both Prosperity and Lorne, 14 km to the north. Additional target generation will be completed over the winter with the use of LIDAR and geophysical data that was completed as part of the 2018 program.

Hazelton and Quock Formation rocks were mapped at the Kingpin Zone along the far southern part of the property confirming the area has good potential for Eskay Creek style mineralization.

Target Minerals:

The economic target at Lucky Strike is gold, copper and molybdenum within a potential porphyry system and associated skarn polymetallic veins.

Geology Description:

The Lucky Strike property is underlain by Upper Jurassic siliciclastic sedimentary rocks of the Bowser Lake group, locally intruded by Late Cretaceous granite to tonalite stocks. Structurally, the Lucky Strike property resides with the Skeena Arch, a major transverse paleogeographic high in central Stikinia, associated with Eocene plutonism. In arc terranes, transverse structures are considered preferential hosts for porphyry intrusions and mineralization.

Historic Placer Mining

The Prosperity Bullseye porphyry drill target at the Lucky Strike Property is completely surrounded by the headwaters of two most prolific placer creeks in the district, Lauren Creek draining eastward, and Douglas Creek draining westward. Coarse gold was recovered from Douglas Creek which had a production period of 1886 to 1940. The source of the placer gold is believed to be attributed to erosion of local auriferous quartz veins in the surrounding bedrock including sedimentary rocks and granodiorite intrusions (see NI 43-101 filed on Sedar).

Future Exploration & Drilling Recommended:

The 2018 focus was on the Prosperity Bullseye Zone 2.4km x 3.4km, completely surrounded by head waters of two most prolific placer creeks in the area, and the source of the alluvial deposited placer gold is believed to be attributed to erosion of local auriferous quartz veins in the surrounding bedrock. An inaugural exploration drilling program of up to 500m was recommended at Prosperity Bullseye Zone, a Ag-Cu-Mo porphyry drill target where a detailed 25 x 25 metre soil grid over a 2000 x 400 metre area returned up to 7.37 gpt Au and an intrusive rock assayed 0.29% Mo (similar to other porphyry systems in this region) and coincidental with the geophysics model 2500 x 1500 x 500 metres that is open at depth. Assays are pending and the future program in 2019 will be based on these results. Focus will also be on the Lorne Creek Porphyry, Gold Source and the Kingpin Zone.

Copperhead Property

The property is 4,354 hectares located in the Ominica Mining Division. It has logging road access, only 3 km to a major highway & power, and 35 kilometres north by Highway of major infrastructure in Terrace, BC.

The property resides within the Skeena Arch, a belt-scale structural corridor associated with significant porphyry and related mineralization.

Target Minerals:

The economic target is for copper and silver associated with widespread volcanic breccia outcrops at surface, veins and replacement mineralization proximal to granitic intrusions.

Geology Description:

The Copperhead Property is underlain by Lower Jurassic Telkwa and Eagle Peak volcanic rocks of the Hazelton Group. The volcanic package is intruded by Late Cretaceous granitoids of the Bulkley Plutonic Suite. Structurally, the Copperhead property resides with the Skeena Arch, a major transverse paleogeographic high in central Stikinia, associated with Eocene plutonism.

Future Exploration & Drilling Recommended:

The 2018 focus was on the Copper King Trend a 2000 x 350 metre area where there is widespread mineralization in breccia outcrops exposed at surface with copper up to 7.97% and silver up to 45 grams per tonne. Inaugural wide spaced exploratory drilling was recently completed over a strike of 300 metres on the Copper King Trend testing the surface expression of a copper-rich volcanic breccia. Four drill holes totaling 768 metres have been completed at Goliath's Copperhead Property. Results will be published once assays have been received, compiled, and interpreted. Trenching, IP geophysics, mapping, soil sampling, and prospecting were all completed over a 2 km by 1km area on the property this season and assays are pending. The results will dictate the future program in 2019.

Bingo Property

The property is 989 hectares and is located near tidewater and approximately 42 southeast of Stewart, BC. located within the Golden Triangle. It is approximately 19 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented.

It is also proximal to the unconformity between the Lower Hazelton and Stuhini Group rocks, also known as the "Red Line", a geological boundary proximal to where many world class deposits are found within the Golden Triangle.

Target Minerals:

The economic target at Bingo is gold and copper associated with quartz veins and stratabound disseminations of massive sulphides in andesitic volcanics and metasedimentary rocks.

Geology Description:

The Bingo Property is situated at the contact between Jurassic Lower Hazelton volcanic rocks of the Stikinia terrane and Cenozoic granitoids of the Coast Plutonic Complex. The Hazelton group is a favorable host for several deposits in the Anyox mining camp where mineralization consists of massive sulphide bands and lenses within the volcanic rocks.

Future Exploration & Drilling Recommended:

The 2018 focus was on the Bingo Main Zone, a large stratabound horizon that contains gold mineralized grab, chip, and channel samples over an area of 320 x 175 metres and remains open in all directions where 83% of all samples contained gold mineralization up to 9.79 gpt Au. prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted in preparation for a possible drill program in 2019.

Golddigger Property

The property is 14,220 hectares and is located near tidewater approximately 37 km southeast of Stewart, BC. located in the Golden Triangle. Its located approximately 24 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented. The mineral claims are located at the headwaters of Hastings Arm in Observatory Inlet in the Skeena Mining Division in British Columbia. The Golddigger Property is located approximately 24 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented.

The property is also within two kilometres of the unconformity between Lower Hazelton and Stuhini rocks, also known as the "Red Line" a geological boundary proximal to where many world class deposits are found within the Golden Triangle.

Target Minerals:

The economic target at Golddigger is gold associated with quartz veins in intrusive rocks.

Geology Description:

The Golddigger Property is underlain mainly by Eocene age granitic rocks of the Coast Plutonic Complex. Jurassic age andesitic volcanics and sediments of the Hazelton Group occur on the east side of the property. Polymetallic quartz veins in silicified granitic rocks occur widely on the property.

Future Exploration & Recommendations:

The 2018 focus is on the Gold Swarm Zone, a large breccia zone 115 x 95 metres and remains open in all directions where various samples assayed up to 21.1 gpt Au, 214 gpt Ag, 3.23% Pb and 0.26% Cu. prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted in preparation for a possible 2019 drill program.

The Anaconda vein system is a 1–10 metre-wide quartz vein with the confirmed presence of localized gold mineralization over a known strike length of 2.3 kilometres and is exposed in vertical extent for 600 metres. The vein remains open along strike and to depth. Highlights included a channel sample grading 22.83 grams per tonne gold equivalent over 2 meters (including 5.81 grams per tonne gold, and 1,280 grams per tonne silver). Based on these highly mineralized results, the technical team has recommended a bulk sample be taken as the next step to determine the economics of Anaconda vein system.

DSM Syndicate

In 2017, the Company purchased a 10% interest in the DSM Syndicate. This private company was formed to pool geological knowledge and expertise relating to certain properties identified in an area in northwestern British Columbia. It has staked a total of six properties and is marketing these properties with the intention to option or sell the interests. This would provide Goliath with 10% of all cash and/or shares when any transactions are completed. Their 2018 second pass exploration program is fully funded that included prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted.

The properties are:

- Goldcrest
- Goldstandard
- Goldstar
- Money
- Newstrike
- Skyhigh

Members of the DSM Syndicate are shareholders of the Company

Additional Disclosure for Venture Issuers Without Significant Revenue

During the year ended June 30, 2018 and 2017, the Company incurred the following exploration and evaluation expenditures:

	2018	2017
Option payments	\$ 539,500	\$ 1,540,000
Transportation	101,407	1,284
Imagery	59,639	16,560
Field work exploration	301,382	nil
Supplies	45,890	7,613
Airborne geophysical survey	182,111	93,869
Staking Cost	39,467	12,959
Laboratory and analysis	74,716	2,571
Reports	121,232	4,231
Travel and accommodation	120,337	nil
General exploration expenses	19,423	19,110
Geology	25,990	nil

Project management	170,501	nil
	\$ 1,801,595	\$ 1,698,197

Results of Operations

Please note that as the Company only commenced operations late in fiscal 2017 limited comparative information is available.

Selected Financial Information

Key Financial Data and Comparative Figures(\$ 000's)		
	Audited	Audited
	30-Jun	30-Jun
	2018	2017
Net Loss	4,545	1,921
Balance Sheet		
Cash	1,811	894
Working capital (deficit)	1,821	963
Capital assets	0	0
Total assets	2,391	1,098
Shareholders' equity (deficiency)	1,821	963
Basic loss per share	(0.08)	(0.08)
Weighted average number of shares		
outstanding - basic and diluted (000's)	59,246	22,877

Revenue

Goliath did not have any revenue for the year ended June 30, 2018.

Costs and Expenses

Costs and expenses for the period ended June 30, 2018 were \$4,661,102 (2017 - \$1,921,056) and included the following categories: share based payments costs of \$1,460,058, exploration and evaluation expenditures of \$1,801,595, reverse takeover

costs of \$675,576, consulting and professional fees, administration expenses, investor relations and regulatory fees, totalling \$723,873.

Loss

Goliath had a net loss of \$4,545,172 or \$0.08 per common share common share for the year ended June 30, 2018, compared to a loss of \$1,921,056 for the year ended June 30, 2017. These losses are primarily a result of share based payment costs, the reverse takeover transaction costs, exploration activities, and administrative costs.

Liquidity

Goliath has financed its operations by the issuance of common shares. The Company presently has no debt or other operating credit facilities. Goliath had a working capital of \$1,821,199 and cash of \$1,810,737 as at June 30, 2018. Further financing will be required for working capital and exploration expenditures. Please see subsequent events.

Capital Resources

Goliath has no sources of revenue. The availability of equity capital, and the price at which additional equity could be issued, will be dependent upon the success of Goliath's exploration activities, and upon the state of the capital markets generally. Additional financing may not be available on terms favourable to Goliath or at all.

Off-Balance Sheet Arrangements

Goliath does not have any off-balance sheet arrangements.

Related party transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Remuneration of key management of the Company was as follows:

	Year Ended June 30, 2018	For the period from incorporation (February 16, 2017) to June 30, 2017
Consulting fees ⁽¹⁾	\$ 104,000	\$ -
Share-based payments	\$ 767,043	\$ -

(1) Consulting fees accrued to the Chief Executive Officer and Chief Financial Officer for their services.

(2) Included in accounts payable and accrued liabilities are fees owing to officers of \$12,209 as at June 30, 2018 (June 30, 2017 - \$nil).

Quarterly Results

Revenue

Goliath did not have any revenue for the quarter ended June 30, 2018.

Costs and Expenses

Costs and expenses for the quarter ended June 30, 2018 were \$1,004,130 and included the following categories: share based payments costs of \$240,900, exploration and evaluation expenditures of \$395,800, consulting and professional fees, administration expenses, investor relations and regulatory fees, totalling \$367,430.

Loss

Goliath had a net loss of \$888,200 or \$0.01 per common share common share for the quarter ended June 30, 2018. These losses are primarily a result of share based payment costs, exploration activities and investor relations.

Commitments and Contingencies

The Company's exploration activities are subject to government laws and regulations, including tax laws and laws and regulations governing the protection of the environment. The Company believes that its operations comply in all material respects with all applicable past and present laws and regulations. The Company records provisions for any identified obligations, based on management's estimate at the time. Such estimates are, however, subject to changes in laws and regulations.

Forward Looking Information (additional disclosure)

The following information provides further clarification with respect to the Company's forward-looking information.

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain gold deposits	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of gold and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Gold price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending June 30, 2019 The Company expects to incur further losses in the development of its business	The operating and exploration activities of the Company for the twelve-month period ending June 30, 2019, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets,	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local

Should the Company not raise sufficient capital, it may cease to be a reporting issuer	exchange and interest rates and other applicable economic conditions are favourable to the Company	legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
The Company's ability to carry out anticipated exploration on its property interests	The exploration activities of the Company for the twelve-month period ending June 30, 2019, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits
Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of gold will be favourable to the Company; no title disputes exist with respect to the Company's properties	Gold price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
Management's outlook regarding future trends	Financing will be available for the Company's exploration and operating activities; the price of gold will be favourable to the Company	Gold price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions
Prices and price volatility for gold	The price of gold will be favourable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of gold will be favourable	Changes in debt and equity markets and the price of diamonds; interest rate and exchange rate fluctuations; changes in economic and political conditions

Significant Accounting Policies

Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values, include, but are not limited to:

(i) Assets' Carrying Values and Impairment Charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

(ii) Income, Value Added, Withholding and Other Taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(iii) Decommissioning, restoration and similar liabilities

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(iv) Share-based Payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Future Accounting Changes

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

- (i) IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective as at January 1, 2018.
- (ii) IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

Risk Factors relating to Goliath

Goliath's common shares should be considered highly speculative due to the nature of Goliath's business and the present stage of its development. The following risk factors are not an exhaustive list of all risk factors associated with an investment in Goliath or in connection with Goliath's operations.

Nature of Mineral Exploration

Resource exploration and development is a speculative business and involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The properties in which Goliath holds an interest are without a known mineral resource. Each of the Company's proposed programs on its properties is an exploratory search for resources. There can be no assurance that commercial quantities of resources will be discovered. There can also be no assurance that even if commercial quantities of resources are discovered, a mineral property will be brought into commercial production. The discovery of mineral deposits is dependent upon a number of factors not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit, once discovered, is also dependent upon a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Most of the above factors are beyond the control of Goliath.

Limited Operating History

Goliath has no history of generating revenue or profits, and has no experience of placing a resource property into commercial production. There can be no assurance that it will generate profits in the future.

Requirement for Further Financing

Goliath has relied to date, on equity financing to fund its operations. Goliath does not have sufficient financial resources to undertake all of its currently planned exploration programs. There can be no assurance that Goliath will be able to raise the financing required or that

such financing can be obtained without substantial dilution to its shareholders. Failure to obtain additional financing on a timely basis could cause Goliath to reduce or terminate its operations or lose its interest in its properties.

Fluctuation in Mineral Prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resource are discovered, a profitable market will exist for the sale of same or those mineral prices will be such that Goliath's properties can be mined at a profit. Factors beyond the control of Goliath may affect the ability of Goliath to attract investors and receive further funds for exploration. Minerals prices have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of Goliath, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. In particular, the supply of and demand for gold are affected by, among other factors, political events, economic conditions and production costs in major gold producing regions and governmental policies.

No Assurance of Titles or Boundaries

Goliath believes it has good and valid title to its mineral properties, but this cannot be construed as a guarantee of title. Other parties may dispute title to any of Goliath's mineral properties and any of Goliath's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected encumbrances or defects or governmental actions.

Uninsurable Risks

In the course of exploration of mineral properties, certain detrimental events and, in particular, unexpected or unusual geological conditions including rock bursts, cave-ins, fires, flooding, and earthquakes may occur. It is not always possible to fully insure against such risks and Goliath may decide not to take out insurance against such risks as a result of the high cost of premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of Goliath.

Environmental and Other Regulatory Requirements

All phases of Goliath's operations are subject to environmental regulation. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, will not adversely affect Goliath's activities. Environmental hazards may exist on the properties in which Goliath holds interests - which are unknown to Goliath at the present - but have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are required in connection with Goliath's activities. To the extent such approvals are required and not obtained; Goliath may be restricted or prohibited from proceeding with planned exploration of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in exploration may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation of existing laws, could have a material adverse impact on Goliath and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new exploration properties.

Competition

Goliath will compete with other exploration companies which have greater financial resources and technical facilities for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

Goliath's ability to locate and increase reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select, acquire and develop suitable properties or prospects.

Conflicts of Interest

Certain directors and officers of Goliath are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of Goliath are required by law to act honestly and in good faith with a view to the best interests of Goliath and to disclose any interest which they may have in any project or opportunity of Goliath. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required under the OBCA to disclose his interest and to abstain from voting on such matter.

Dependence on Key Management Employees

Goliath's development to date has depended, and in the future will continue to depend, on the efforts of key management employees. The loss of any key management employees could have a material adverse effect on Goliath. Furthermore, at present, Goliath does not have key man insurance in place.

Unreliable Historical Data

Goliath has compiled technical data in respect of its properties, much of which was not prepared by Goliath. While the data represents a useful resource for Goliath, much of it must be verified by Goliath before being relied upon in formulating exploration programs.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect Goliath's operations, financial condition and results of operations.

Government Regulation

The mineral exploration activities of Goliath are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although Goliath's exploration and development activities are currently carried out in material compliance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be introduced and, if introduced, complied with. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have an adverse impact on Goliath.

Share Capital

As at the date of this MD&A, there are 88,809,816 common shares outstanding, 59,928,640 warrants outstanding at an exercise price of between \$0.10 and \$0.30 per share and 8,121,390 stock options outstanding at an exercise price of between \$0.167 and \$0.21 per share

Trends

Goliath is not aware of any trend, commitment, event or uncertainty that is reasonably expected to have a material effect on Goliath's business, financial condition or results of operations as of the date of this MD&A, except as otherwise disclosed herein or except in the ordinary course of business.

Subsequent Events

- (i) On September 19, 2018, the Company announced that its common shares have been listed for trading on the OTC Markets Group's OTCQB Venture Market (the "OTCQB") under the symbol "GOTRF". In addition to the OTCQB, Goliath's common shares will continue to trade on the Exchange and the Frankfurt Exchange.
- (ii) Subsequent to June 30, 2018, the Company issued 3,009,334 common shares for the exercise of 3,009,334 warrants for gross proceeds of \$399,567.