

# GOLIATH RESOURCES LIMITED

Have questions about this notice? Call the Toll Free Number below or scan the QR code to find out more.

Toll Free – 1-866 964-0492



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## Notice of Availability of Proxy Materials for GOLIATH RESOURCES LIMITED Annual General and Special Meeting

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### Meeting Date and Location:

**When:** February 13, 2020  
10:00 am (Eastern Time)

**Where:** Fogler, Rubinoff LLP, 77 King Street West, TD  
Centre North Tower, Suite 3000, Toronto,  
Ontario, M5K 1G8

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

**<https://goliathresourcesltd.com/>**

OR

**[www.sedar.com](http://www.sedar.com)**

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### How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than February 3, 2020. If you do request the current materials, please note that another Voting Instruction Form will not be sent; please retain your current one for voting purposes.

Request materials by calling Toll Free, within North America - 1-877-907-7643 or direct, from Outside of North America - 1-905-507-5450 and entering your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact 1-877-907-7643.

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# Securityholder Meeting Notice

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The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Appointment of Auditors** - See the section entitled “Particulars of Matters to be Acted Upon – Appointment of Auditor” in the Circular.
2. **Number of Directors** - See the section entitled “Particulars of Matters to be Acted Upon – Number of Directors” in the Circular.
3. **Election of Directors** - See the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Circular.
4. **Consolidation** - See the section entitled “Particulars of Matters to be Acted Upon – Approve the Consolidation” in the Circular.
5. **Ratification of 10% Rolling Stock Plan** - See the section entitled “Particulars of Matters to be Acted Upon – Re-Approval of Stock Option Plan” in the Circular.
6. **Reprice Stock Options** - See the section entitled “Particulars of Matters to be Acted Upon – Reprice All Stock Options Existing under the Option Plan” in the Circular.

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## **Voting**

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form. Your Voting Instruction Form must be received by 10:00 am, Eastern Time on February 11, 2020.

**PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING**

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Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing