



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 7, 2023

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Goliath Resources Limited (the "**Company**") will be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on February 7, 2023 at 10:00 a.m. (Toronto time) and by telephone at 1-800-747-5150 and entering passcode 5311060# for the following purposes:

1. to present the financial statements of the Company for the fiscal year ended June 30, 2022;
2. to elect the board of directors of the Company for the ensuing year;
3. to re-appoint McGovern Hurley LLP, Chartered Accountants as the auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor's remuneration;
4. to consider, and if thought 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 "**Information Circular**"), to ratify, confirm and approve the stock option plan of the Company; and
5. 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 Information Circular, which accompanies this Notice of Annual General and Special Meeting of Shareholders 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 February 3, 2023 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.

Participation of its Shareholders is very important to the Company. Please ensure that the votes attached to the common shares of the Company you hold will be exercised at the Meeting.

DATED at Toronto, Ontario as of the 22nd day of December, 2022.

(Signed) "Roger Rosmus"

Roger Rosmus
President and Chief Executive Officer