GOLIATH RESOURCES LIMITED



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

BCJQ 000001

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X CANADA

Security Class
COMMON SHARES

Holder Account Number

C9999999999 IND

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Form of Proxy - Annual General and Special Meeting to be held on Thursday, February 15, 2024

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 Management Nominees 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 may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 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, and the proxy appoints the Management Nominees listed on the reverse, 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. If you have 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 and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 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 Tuesday, February 13, 2024.

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.



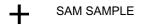
If you vote by telephone or the Internet, DO NOT mail back this proxy.

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 23456 78901 23456



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360095

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IND C03



Appointment of Proxyholder

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

OR

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

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as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on Thursday, February 15, 2024 at 10:00 am (Toronto time) and by telephone at 1-800-747-5150 and entering passcode: 5311060#.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.									
1. Election of Directors				For		For	Withhold		
01. Roger Rosmus			02. Graham C. Warren			03. Rein Turna			
04. Wayne Isaacs									
								For	Withhold
2. Re-appointment of Auditors									
To re-appoint McGovern Hurley, LL directors to fix the auditor's remune		red Accou	intants as the auditor of the Cor	poration for the	ensuing ye	ear and to authorize the	board of	Ш	
								For	Against
3. Approval of Omnibus Equity In	centive F	Plan							
To consider, and, if thought advisable Corporation.	ole, to pas	s, with or	without variation, an ordinary re	solution to appro	ove the Or	nnibus Equity Incentive	Plan of the		
Signature of Proxyholder				Signature(s)			Date		
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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.								<u> </u>	
Interim Financial Statements - Mark this box like to receive Interim Financial Statements an accompanying Management's Discussion and mail. If you are not mailing back your proxy, you may	nd I Analysis by	, []	Annual Financial Statements - Ma like to receive the Annual Financial : accompanying Management's Discumail.	Statements and ussion and Analysis b	у	Information Circular - M receive the Information C securityholders' meeting.	Circular by mail for	would like to	0

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GOLIATH RESOURCES LIMITED



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

BCJQ 000002

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X AUSTRALIA

Security Class
COMMON SHARES

Holder Account Number

C9999999999 IND

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- 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. If you have 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 and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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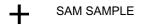
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OR

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as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on Thursday, February 15, 2024 at 10:00 am (Toronto time) and by telephone at 1-800-747-5150 and entering passcode: 5311060#.

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01. Roger Rosmus			02. Graham C. Warren			03. Rein Turna			
04. Wayne Isaacs									
								For	Withhold
2. Re-appointment of Auditors									
To re-appoint McGovern Hurley, LL directors to fix the auditor's remune		red Accou	intants as the auditor of the Cor	poration for the	ensuing ye	ear and to authorize the	board of	Ш	
								For	Against
3. Approval of Omnibus Equity In	centive F	Plan							
To consider, and, if thought advisable Corporation.	ole, to pas	s, with or	without variation, an ordinary re	solution to appro	ove the Or	nnibus Equity Incentive	Plan of the		
Signature of Proxyholder				Signature(s)			Date		
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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.								<u> </u>	
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