



## 2024 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Goliath Resources Limited (the “**Company**”) has elected to use the notice and access model for the delivery of its management information circular dated January 5, 2024 (the “**Information Circular**”) to its shareholders in respect of its annual and special meeting of shareholders to be held on Thursday, February 15, 2024 (the “**Meeting**”). Under notice and access, instead of receiving paper copies of the Information Circular, shareholders are receiving this notice with information on how they may access the Information Circular electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and the Company’s carbon footprint and it should also reduce the Company’s printing and mailing costs.

The Meeting will be held in person and by audio-cast and can be accessed by conference call at 1-800-747-5150 (passcode 5311060#). This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call.

#### MEETING DATE AND LOCATION

<b>Date:</b>	Thursday, February 15, 2024
<b>Time:</b>	10:00 a.m. (Toronto time)
<b>Place:</b>	82 Richmond Street East, Toronto, Ontario, M5C 1P1

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

1. **Election of Directors:** To elect the board of directors of the Company for the ensuing year. *Please refer to the Information Circular under the heading “Matters to be Acted Upon at the Meeting - Election of Directors”.*
2. **Appointment and Remuneration of Auditor:** To re-appoint McGovern Hurley LLP, Chartered Accountants, as auditor for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration. *Please refer to the Information Circular under the heading “Matters to be Acted Upon at the Meeting - Appointment of Auditor and Fixing the Remuneration”.*
3. **Approval of Omnibus Equity Incentive Plan.** To consider, and if thought advisable, to pass, with or without variation, an ordinary resolution, to approve the omnibus equity incentive plan of the Company. *Please refer to the Information Circular under the heading “Matters to be Acted Upon at the Meeting – Approval of Omnibus Equity Incentive Plan”.*
4. **Other Business:** To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Reference is made to the Information Circular, which contains additional details concerning the matters outlined above.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING. SEE BELOW FOR HOW TO VIEW AND ACCESS OF COPY OF THE INFORMATION CIRCULAR.**

#### **WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED**

The Information Circular can be viewed online:

- under the Company's System for Electronic Document Analysis and Retrieval+ ("SEDAR+") profile at [www.sedarplus.ca](http://www.sedarplus.ca); or
- at the Company's website at [www.goliathresourcesltd.com](http://www.goliathresourcesltd.com)

#### **HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR**

Shareholders may request paper copies of the Information Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

**Shareholders who wish to receive paper copies of the Information Circular may request copies by calling Broadridge Financial Solutions at 1.877.907.7643.**

Requests for paper copies must be received at least by January 24, 2024 in order to receive the Information Circular in advance of the proxy deposit date and Meeting. The Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification. Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and relevant management's discussion and analysis on the accompanying return card.

#### **VOTING**

**Registered Holders** are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy:

**TELEPHONE:** Computershare Trust Company of Canada at **1-866-732-VOTE (8683)**

**FACSIMILE:** Computershare Trust Company of Canada at **1-(514) 982-7635**

**INTERNET:** Go to [www.investorvote.com](http://www.investorvote.com) and enter the 15 digit control number on the form of proxy.

**MAIL:** Complete the form of proxy or any other proper form of proxy, sign it and mail it to:

Computershare Investor Services Inc, 100 University Ave, 8<sup>th</sup> floor,  
Toronto, ON, M5J 2Y1. Attn: Proxy department

**Beneficial (or Non Registered) Holders** are asked to return their voting instructions using the methods set out on their voting instruction form or business reply envelope, at least one business day in advance of the proxy deposit date noted on your voting instruction form.

**Shareholders with questions about notice and access can call Computershare Trust Company of Canada at the following coordinates: Eng: 844-916-0609 + Fr: 844-973-0593 (Toll Free Within North America) and Eng: 303-562-9305 + Fr: 303-562-9306 (Outside North America).**