
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, 2024 and June 30, 2023. Additional information relating to the Company may be accessed through SEDAR at www.sedar.com.

This commentary is as of October 28 2024. 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 82 Richmond Street East, Toronto, Ontario M5C 1P1.

Option Agreements

Golddigger and Luckystrike properties

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 "Luckystrike" 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 December 31, 2027. The agreements were subsequently amended on April 19, May 6, June 8, June 26, September 10, September 22, September 27, 2017, October 30, 2018, April 14, 2020, December 29, 2020 and April 15, 2024.

The Options may be maintained and exercised by Goliath issuing 400,000 common shares, 400,000 warrants, making cash payments of \$1,176,563 (paid) and incurring exploration expenditures aggregating \$3,915,706 (incurred).

(a) Conditions of the Options are as follows:

- Each of the 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:
 - 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 common shares of Goliath for 2,000,000 gold equivalent ounces.
- 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.

(b) On April 14, 2020, the Company entered into two separate amendment agreements (the "Amendments") with the Optionors, whereby the parties have agreed to further amend the terms of Goliath's Options on the Golddigger property and Luckystrike property. The main terms of the Amendments are as follows:

- If Goliath incurs aggregate exploration expenses between January 1, 2020 and December 31, 2023 of \$6,000,000 on each Property and delivers a NI 43-101 technical report which includes a resource calculation of gold equivalent mineral reserves (proven and probable) and gold equivalent mineral resources (measured, indicated and inferred categories) on the properties by December 31, 2024; then Goliath can earn an initial 49% interest in the Properties; and
- If Goliath incurs aggregate exploration expenses between January 1, 2024 and December 31, 2026 of at least \$8,000,000 on each property and delivers a NI 43-101 technical report which includes a resource calculation of gold equivalent mineral reserves (proven and probable) and gold equivalent mineral resources (measured, indicated and inferred categories) on the Property by December 31, 2027 Goliath will own the remaining 51% interest in the Property, representing a 100% ownership interest in the Property subject to the royalties reserved to the Optionors.

Goliath has paid 100% of all property cash payments to the Optionors, spent the minimum \$14,000,000 expenditure obligation and issued 10,000,000 common shares of Goliath to own 49% of Golddigger as per the amended option agreement dated April 15, 2024. The Company will earn the remaining 51% ownership of Golddigger upon the issuance of a maiden resource on or before June 1, 2027. Goliath owns 49% of Luckystrike as per the amended option agreement dated December 29, 2020.

(c) On April 15, 2024, the Company amended the option terms for its Golddigger property. Key points to the amendment provide for Goliath's immediate 49% ownership in the Property upon the issuance of 10,000,000 common shares issued prior to May 15, 2024 to the Property Vendors. To earn the remaining 51% interest and therefore an outright 100% ownership in the Property, issue a NI 43-101 maiden resource report outlining a minimum of 2,000,000 AuEq ounces (M&I, Indicated and/or Inferred) on or before June 1, 2027. Goliath has paid 100% of all its property cash payments to the Vendors, exceeded the minimum \$14,000,000 expenditure obligation spend and has issued 10,000,000 common shares to the Vendors for its 49% ownership of Golddigger

(d) On December 29, 2020, the Company amended the option terms for its Luckystrike property. All future cash property payments totalling \$719,313, plus \$14,000,000 of minimum work commitments and a NI 43-101 technical report which would include any resources calculation of gold equivalent minerals delivered by December 31, 2027 to earn 100% of the property have been removed entirely. In its place, the Company has issued 1,300,000 shares (valued at \$559,000) and 1,300,000 warrants exercisable at a price of \$0.22 for a period of 60 months to immediately earn a 49% interest in the property. To earn 100%, Goliath will need to spend a minimum of \$5,000,000 in drilling on or before December 31, 2029 and deliver a NI 43-101 technical report which would include any resources calculation of gold equivalent minerals by December 31, 2030. In addition, the 1% NSR buy back provision date has been moved from December 31, 2027 to December 31, 2029.

All excess exploration expenses incurred in the aggregate on the J2 Syndicate's optioned properties from any year, may be carried forward to fulfill Goliath's exploration expenditure commitments in future years.

Properties

In 2024, the Golddigger property the land package was significantly increased by 28% from 66,023 to 91,518 hectares covering key terrain of the Red Line providing for additional discovery potential. It sits in the world class geological setting of the Eskay Rift within the Golden Triangle of British Columbia in a geo-political safe and mining jurisdiction. It is also within 3 kilometers of the 'Red Line' that is host to multiple world class deposits of which the Company controls 56 km north and south. The newly discovered Surebet Zone and Bonanza Zone is in an excellent location in close proximity to the communities of Alice Arm and Kitsault situated on tide water with direct barge access to Prince Rupert (190 kilometers via the Observatory inlet/Portland inlet). The town of Kitsault is accessible by road (190 kilometers from Terrace) 190 kilometers from Prince Rupert using barge landing, and infrastructure capable of housing at least 300 people, including high-tension power.

Additional infrastructure in the area includes the Dolly Varden Silver Mine Road (only 8 kilometers to the East of the Surebet discovery) with direct road access to Alice Arm barge landing (18 kilometers to the south of the Surebet discovery) and high-tension power (25 kilometers to the East of Surebet discovery). The city of Terrace (population 16,000) provides access to railway, major highways, and airport with supplies (food, fuel, lumber, etc.), while the town of Prince Rupert (population 12,000) is located on the coast and houses an international container seaport also with direct access to railway and an airport with supplies (food, fuel, lumber, etc.).

Surebet is characterized by a series of NW-SE trending structures that occur within a package of Hazelton Group sediments underlain by Hazelton volcanics and are within a few kilometers of the Red Line. All 24 diamond drill holes completed in 2021 intersected significant intervals of Au-Ag polymetallic mineralization over 1 km of strike, 1.1 km down-dip and 700 meters of vertical relief. Drill hole GD-21-03* intersected 6.37 gpt AuEq (4.46 gpt Au and 122.13 gpt Ag) over 35.72 meters and drill hole GD-21-05* intersected 12.6 gpt

AuEq (8.06 gpt Au and 313.66 gpt Ag) over 6.38 meters. The average grade and width from all 24 holes* assayed 6.29 gpt AuEq (4.35 gpt Au and 104.94 gpt Ag) over 5.87 meters, respectively.

Mineralization within the Surebet Zone consists of structurally controlled zones of massive sulphide containing Galena, Sphalerite, Pyrite, Pyrrhotite and 44 holes (or 35%) out of 124 holes drilled in 2024 contained Visible Gold. These mineralized lenses occur within broad alteration halos of silica flooded sediments which also contain polymetallic mineralization.

The Bonanza Zone follows the contact of the Hazelton volcanics and the overlying Bowser Lake group sediments closely. As it dips ESE it starts to dip down into the volcanics towards the new Jackpot showing 1 km from Drill Pad A, a new >500 meter shear zone with the same high-grade gold mineralizing system as Surebet, Bonanza and Golden Gate Zone that sampled up 21.5 oz/t AuEq in the volcanics. Extensive drilling across the property confirms continuity of the horizontal shear structure. This complex shear is defined by a chaotic network of quartz veins within a strongly altered shear zone with mineralized extension veins both within and bounding the shear.

The Surebet Zone and Bonanza Zone are on the eastern side of the Golddigger property. The Surebet Zone is underlain by coarse clastic sedimentary rocks of the Stuhini Group that are unconformably overlain by inter-fingered volcanics as well as sedimentary rocks of the Hazelton Group. This contact is known as the 'Red Line' and thought to be a key marker in the Golden Triangle when exploring for significant mineralizing systems. The Surebet Zone is located within the Hazelton group sedimentary rocks.

The Golddigger property lies within the Stikine Volcanic Arc, including the Eskay Rift and Red Line. Structurally controlled, gold and silver bearing mineralization in these stratabound horizons is preferentially delineated in a NW-SE orientation.

The Company engaged a third party consultant that specializes in modeling once the 2023 drill assays became available. They updated the conceptual structural vein model of the Surebet Discovery which was announced March 4, 2024 that integrates drill data from the 2021 to 2023 (oriented core), all the surface data collected and the total number of mineralized pierce points in each vein to date. In addition to the previously reported Surebet Zone, Bonanza Shear and Golden Gate Zone. The result was a total of 6 newly discovered gold veins for a total of 10 that have been identified and also remain open.

The updated conceptual structural vein/shear model resulted in a greater understanding of the mineralized zones on the Surebet Discovery, where 10 veins have now been identified, including Surebet (now Upper Surebet), Bonanza Zone and Golden Gate (now Upper and Lower veins): Big One, Eldorado, Surebet Lower, Goldzilla, Hotspot and Whopper. This model is subject to changes and additional further iterations.

Target Minerals

The economic target at Golddigger is gold, silver, copper, lead and zinc associated with quartz veins within 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.

2023 Results

The Company announced a planned 18,000 metres of diamond drilling at the beginning of 2023 season and concurrently upsized the drill program significantly to over 30,000 meters with 6 rigs based on positive results. Specifically, 35% of the holes drilled in 2023 over a 1.8 sqkm area contained visible gold and a number of holes assayed up to 513 gm*AuEq. Also, there was a new drill discovery, dubbed the "Golden Gate Zone" that is hosted within the Hazelton Volcanics. This a brand new system sitting ~20 meters below the Bonanza Shear and contact between the Hazelton Sediments & Volcanics. GD-23-197 from the Golden Gate Zone intercepted 9 meters (~true width) of abundant visible gold up to 1% with nuggets up to 4mm in size as well as high visible concentrations of galena, sphalerite, chalcopyrite, pyrrhotite and pyrite assaying 34.03 g/t AuEq or 1.09 oz/t AuEq (32.55 g/t Au and 65.71 g/t Ag) a 513 gm * AuEq result.

The Company has received, interpreted and announced all the assays from the 2023 drill program. The vast majority of reported holes intersected broad intervals of significant quartz-sulphide mineralization and widespread gold-silver mineralization over a 1.8 sqkm area. 44 holes out of 124 holes drilled in 2023 on the Golddigger Property contain visible gold corresponding to 35% of the holes drilled.

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The updated conceptual structural vein/shear model resulted in a greater understanding of the mineralized zones on the Surebet Discovery, where 10 veins have now been identified, including Surebet (now Upper Surebet), Bonanza Shear and Golden Gate (now Upper and Lower veins): Big One, Eldorado, Surebet Lower, Goldzilla, Hotspot and Whopper. This model is subject to changes and additional further iterations.

In addition to advancing the Surebet discovery with 6 new veins with diamond drilling during the 2023 field season, the exploration team also successfully carried out regional exploration across the broader Golddigger Property primarily to the north at its Cambria Icefields claim blocks. This led to the discovery of brand new mineralized outcrops never documented before, namely Treasure Island and Full Contact showings.

Treasure Island is located 36 km north of the Surebet discovery, 6 km east of, and on trend with, the Porter Idaho mine, which between 1922 and 1950 produced 27,000 tons of ore averaging 0.97 gpt Au and 2,700 gpt Ag. The new Treasure Island high-grade copper-silver-gold discovery consists of multiple shear hosted, polymetallic zones covering an area of approximately 550 by 450 meters and is NWSE trending. The extent of mineralization is currently open in all directions. Broad high-grade mineralized zones are up to 20 meters wide with sections of massive chalcopyrite and pyrite occupying shears and forming sulphide-rich mineralization at structural intersections and embayment zones within strongly folded and sheared mudstone, siltstone, and tuff units. The Treasure Island is unique amongst other prospects on the Golddigger property due to the presence of High-Grade Copper in the metal suite. Channel samples collected assayed up to 28.08 gpt AuEq (20.60 gpt Au, 63.60 gpt Ag and 5.04 % Cu) over 0.85 meters; and 3.54 gpt AuEq (0.13 gpt Au, 23.96 gpt Ag and 2.34 % Cu). A noteworthy 13 out of 19 grab and chip samples (68%) taken on Treasure Island over a wide area assayed >1.00 gpt AuEq. An exceptional 15 out of 16 channel cuts (94%) assayed >1.00 gpt.

The new high-grade Full Contact discovery consists of a 1.4 km trend on the "Red Line" (the contact between Stuhini and Hazelton Group rocks) located on the southern side of Goliath's Cambria Icefields claim blocks, 19 kilometers northwest of the Surebet Zone. There are multiple gossans containing multiple silicified zones, quartz veins up to 14 m wide, and shear zones, containing strong widespread gold-sulphide mineralization over a 700 meter trend with grades up to 101.13 g/t AuEq or 3.25 oz/t AuEq (101.00 g/t Au and 10 g/t Ag) that remains wide open in all directions. A 70 meter zone of mineralized quartz veins and breccia that remains open in

all directions has been identified in the immediate surroundings of the 101.13 g/t AuEq sample. The Full Contact discovery shares the same geological setting and alteration as the Bonanza Shear, part of the Surebet Discovery with mineralization forming around the volcanic-sedimentary units' contact. Mineralization consists primarily of pyrite, with lesser arsenopyrite and sphalerite disseminated within silicified zones, concentrating in veins and fractures.

Future Exploration & Drilling Recommended:

Goliath had a significantly upsized and positive drill program in 2023 that discovered 6 new vein structures that could potentially add additional economical tonnage to the entire system. The Company is currently completing its upsized 2024 drill program from 15,000 meters up to 36,000 meters focused on the continued expansion of the known mineralized horizons at Surebet. A maiden drill program was completed to test the Jackpot shear zone close to Surebet (assays pending) as well as Treasure Island (assays pending) on the Cambria Icefields claim blocks in the north of the Golddigger property. A follow up drill program in 2025 at these two targets will be determined based on assay results.

Goliath's multi-year permit has been amended to include the entire property for 199 drill sites and 20 full helicopter pads until March 31, 2029.

Disclaimer & Qualified Person - The potential quantity and grade ranges are conceptual in nature, and that there has been insufficient exploration to define a mineral resource and that it is uncertain if further exploration will result in the Surebet Discovery being delineated as a NI 43-101 compliant mineral resource and is subject to change. Goliath's conceptual Leap Frog structural vein/shear model takes into consideration and is based on all structural data collected from surface and logged drill core (incl. oriented core), specific gravity (SG) of 2.93 x cubic meters from the area drilled, weighted average of all mineralized grades/widths from all 222 diamond drill holes totaling over 230 pierce points assayed inclusive of the 2023 program. Rein Turna P. Geo is the qualified person as defined by National Instrument 43-101, for Goliath Resource Limited projects, and supervised the preparation of, and has reviewed and approved, the technical information.

** Widths are reported in drill core lengths and the true widths are estimated to be 80-90% and AuEq metal values are calculated using: AuEq metal values are calculated using: Au 1924.79 USD/oz, Ag 22.76 USD/oz, Cu 3.75 USD/lbs, Pb 2128.75 USD/ton and Zn 2468.50 USD/ton on December 23, 2023. There is potential for economic recovery of gold, silver, copper, lead, and zinc from these occurrences based on other mining and exploration projects in the same Golden Triangle Mining Camp where Goliath's project is located such as the Homestake Ridge Gold Project (Auryn Resources Technical Report, Updated Mineral Resource Estimate and Preliminary Economic Assessment on the Homestake Ridge Gold Project, prepared by Minefill Services Inc. Bothell, Washington, dated May 29, 2020). Here, AuEq values were calculated using 3-year running averages for metal price, and included provisions for metallurgical recoveries, treatment charges, refining costs, and transportation. Recoveries for Gold were 85.5%, Silver at 74.6%, Copper at 74.6% and Lead at 45.3%. It will be assumed that Zinc can be recovered with the Copper at the same recovery rate of 74.6%. The quoted reference of metallurgical recoveries is not from Goliath's Golddigger Project, Surebet Zone mineralization, and there is no guarantee that such recoveries will ever be achieved, unless detailed metallurgical work such as in a Feasibility Study can be eventually completed on the Golddigger Project.*

Lucky Strike Property

The property is 31,486 hectares located in the Ominica and Skeena Mining Divisions in British Columbia. It has logging road access, is only 3 km to a major highway & power, and 40 kilometres north by Highway of major infrastructure in Terrace, BC.

Goliath discovered a large Au-Cu-Mo porphyry system in the latter part of 2018. The Lorne Creek Au-Cu-Mo Porphyry had its inaugural exploratory drilling program in August 2019 to test the mineralization to depth. Three holes were drilled for a total of 1741 metres and drill hole LS-19-01 intersected 20.7 meters of 0.39 g/t AuEq, including 3.7m of 1.18 g/t AuEq near surface and Drill hole LS-19-02 intersected 45m of 0.14 g/t Au, 1.35 g/t Ag and 0.05% Cu near surface. The drilling suggest that all three holes intersected a pyritic alteration zone in the porphyry system adjacent to the ore zone (see Lowell & Guilbert, 1970); system remains open.

Lorne Creek Au-Cu-Mo Highlights include:

- Discovery, mapping and collection of all samples was done by an independent porphyry expert who specializes in the area.
- It is located at the headwaters of the most prolific placer creek in the entire district with a calculated historical production of 13,271 troy ounces of placer gold.
- The Lorne Creek Au-Cu-Mo Porphyry is defined by a large 1200 by 700 metre alteration system at surface, that is reflected by a quartz-sericite-pyrite (QSP) core and coincident with Au-Cu-Mo chalcopyrite stockwork with typical porphyry system grades.
- The porphyry centre outcrops are exposed at surface and is where the samples were taken from in situ bedrock.
- There are historic polymetallic porphyry veins in Lorne Creek itself; and
- The Lorne Creek Au-Cu-Mo Porphyry is unique, as it is located within a larger known porphyry belt this primarily only Cu-Mo.

Goldsource Breccia Discovery

- The quartz breccia at the Goldsource Zone occurs as a structural corridor, outcropping locally along strike for 1500 metres by 200 metres wide and remains open. It is located at the SE corner of the Lucky Strike Property and has no historical drilling as a new discovery by Goliath.
- 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 Goldsource 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.

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 porphyry system and associated skarn polymetallic veins and gold, silver, copper, lead and zinc within the hydrothermal breccia zone.

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 Lorne Creek Porphyry drill target at the Lucky Strike Property is situated at the headwaters of the most prolific placer creek in the entire district; Lauren Creek drains eastward. Placer gold was recovered from Lorne which had a calculated production of 13,271 troy ounces reported from the 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 new Bullseye gold-copper porphyry target where grab samples assayed up to 3.06 g/t Au, 1.8 g/t Ag and 1% Cu was diamond drilled in 2024 (assays pending) and further drilling and exploration will be determined in Q1 2025.

In 2023, the Company did drill test the outcropping Goldsource Zone, a high-grade gold breccia target that resulted in no significant widths or grades. No further exploration on this target is planned at this time.

DSM Syndicate

The Company purchased a 10% interest in the DSM Syndicate in 2017. 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. To date, Goliath has received a total of \$37,500 in cash, 812,500 shares and 437,500 warrants in Juggernaut Exploration Ltd. from them optioning the Goldstandard and Goldstar property.

The properties are:

- Goldcrest
- Goldstandard (Drilled by Juggernaut Resources Ltd. in 2021 & 2022)
- Goldstar (Drilled by Juggernaut Resources Ltd. in 2021 & 2022)
- Money
- Newstrike
- Skyhigh

Nelligan Project – Quebec (Acquisition completed August 10, 2020)

Goliath completed the acquisition of six (6) significant mineral claim blocks (the "Claims") totalling 391 mineral claims for 340km², now under Goliath's Nelligan East Project and Nelligan West Project (the "Nelligan Projects" or the "Projects") (see news July 9, 2020). The Projects are located in the northeastern Chibougamau-Chapais Mining Camp of the Abitibi Greenstone Belt. The Region is known for its historic gold and copper production and has recently seen an increase in mineral exploration following the discovery of new gold mineralization, such as IAMGOLD/TomaGold with the Monster Lake (1.11 million tonnes grading 12.14 g/t gold for 433,000 ounces of gold; IAMGOLD, 2018) and IAMGOLD/Vanstar with the Nelligan gold deposits.

Over 200M ounces of gold has been extracted from the Abitibi Greenstone Belt. Goliath's Nelligan Project (East and West Claim Blocks) is predicated on the easterly and westerly extensions of the prospective gold-bearing Guercheville Deformation Zone and its subsidiary faults located at the south end of the Chapais-Chibougamau Mining Camp. The Break hosts a number of gold deposits and occurrences as well as one past producing mine.

Target Minerals:

The economic target at Nelligan is gold and silver.

Geology Description:

The Camp hosts east-west trending mafic volcanics or basalts, felsic volcanics or pyroclastics and volcanoclastics, sedimentary rocks and major intrusive complexes, all intruded by gabbro sills and dykes. The sedimentary rocks and gabbros hosts the Nelligan-style of mineralization (the "Nelligan Trend"). Major faults intersect all rock types and consists of four (4) groups based

on their direction: east-west, southeast, northeast and north-northeast trending faults. The east-west and northeast-southwest trending Break cuts the Nelligan Project. The Break is similar to the Larder-Cadillac and Destor-Porcupine Deformation Zone where most of the gold mineralization occurs in the southern portion of the Abitibi Greenstone Belt. The Break reaches up to 1 km wide and is characterized by shearing and carbonate-sericite-rich alteration.

Future Exploration & Recommendations:

A follow up exploration program will be determined in Q1 of 2025.

Additional Disclosure for Venture Issuers Without Significant Revenue

During the years ended June 30, 2024 and 2023 the Company incurred the following exploration and evaluation expenditures:

	2024	2023
Option payments	8,620,000	364,410
Staking Cost	41,453	84,034
Transportation	4,163,543	3,627,613
Field work exploration	1,929,914	915,920
Supplies	112,863	126,131
Laboratory and analysis	1,431,951	1,132,755
Reports	625,755	743,037
Travel and accommodation	61,707	56,900
General exploration expenses	1,735,464	1,705,494
Geology/Imagery	181,225	34,316
Project management	210,231	233,003
Drilling	5,171,352	5,223,084
Amortization	108,042	nil
Option Receipts	-	(33,700)
Total	24,393,500	14,212,997

Results of Operations

Key Financial Data and Comparative Figures(\$ 000's)		
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	30-Jun	30-Jun
	2024	2023
Net Loss	25,085	20,965
Statement of Financial Position		
Cash	3,062	8,941
Working capital	3,288	5,922
Capital assets	116	201
Total assets	4,650	9,978
Shareholders' equity	3,404	6,122
Basic loss per share	0.25	0.28
Weighted average number of shares		
outstanding - basic and diluted	102,207,742	74,168,963

Quarterly data	2024				2023			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Net income (loss)	(10785)	(1687)	(3106)	(9507)	(3736)	(1650)	(6501)	(9494)
Basic income (loss) per share	(0.12)	(0.02)	(0.03)	(0.11)	(0.05)	(0.02)	(0.09)	(0.13)

Goliath did not have any revenue for the year ended June 30, 2024

Expenses

Expenses for the year ended June 30, 2024 were \$29,134,891 (2023 - \$21,381,438) and included the following categories: exploration and evaluation expenditures of \$24,393,500 (2023 - \$14,212,997), consulting and professional fees, administration expenses, investor relations and regulatory fees, totalling \$5,473,693 (2023 - \$7,316,634) of which share-based payments represented \$3,022,752 (2023 \$3,433,180). The Company also recorded a mining tax credit recovery of \$732,572 (2023 - \$118,505).

Loss

Goliath had a net loss of \$25,085,035 or \$0.25 per common share for the year ended June 30, 2024, compared to a loss of \$20,965,339 or \$0.28 per common share for the year ended June 30, 2023.

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 working capital of \$3,288,978 and cash and cash equivalents of \$3,062,348 as at June 30, 2024. Further financing will be required for working capital and exploration expenditures.

Quarterly Results

Goliath did not have any revenue for the three months ended June 30, 2024.

Expenses

Expenses for the quarter ended June 30, 2024 were \$10,784,808 (2023 - \$3,320,313) and included the following categories: exploration and acquisition expenditures of \$10,251,613, consulting and professional fees, administration expenses, investor relations and regulatory fees, totalling \$2,127,682. An unrealized loss on investments of \$9,500 and a mining tax credit recovery of \$732,572 was also recorded.

Loss

Goliath had a net loss of \$11,637,223 or \$0.12 per common share for the quarter ended June 30, 2024, compared to a loss of \$3,736,412 for the period ended June 30, 2023.

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:

Years Ended June 30,	2024	2023
Consulting fees ⁽¹⁾	\$ 489,600	\$ 2,232,000
Share-based payments	\$ 2,376,502	\$ 2,107,432

(1) Consulting fees paid to the Chief Executive Officer and Chief Financial Officer for their services. Includes bonuses in the aggregate amount of \$nil (year ended June 30, 2023 - \$1,800,000) earned and paid to two executive officers pursuant to management contracts. During the year ended June 30, 2024, the Chief Executive Officer and Chief Financial Officer exercised an aggregate of nil stock options (year ended June 30, 2023 - 1,693,333) for gross proceeds of \$nil (year ended June 30, 2023 - \$1,369,000).

Included in accounts payable and accrued liabilities are amounts owing to officers of \$68,099 as at June 30, 2024 (June 30, 2023 - \$22,892). This balance is unsecured, non-interest bearing and due on demand.

Included in prepaid expenses is an amount of \$nil as at June 30, 2024 (June 30, 2023 - \$114,958) which was advanced to an officer of Goliath.

Commitments and Contingencies

Environmental obligations

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.

Flow-through commitments

The Company is obligated to spend \$ 4,483,000 by December 31, 2024. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. The Company indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments.

Management commitments

The Company is subject to management contracts that have been in place since 2020 when the market capitalization was \$3.7 million with certain executive officers that provide for payments under circumstances involving a change of control of Goliath or termination of the officer's services. The minimum commitment upon termination of these contracts is approximately \$1,296,000.

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	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

	<p>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</p>	<p>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</p>
<p>The Company's ability to meet its working capital needs at the current level for the twelve-month period ending June 30, 2025. The Company expects to incur further losses in the development of its business</p> <p>Should the Company not raise sufficient capital, it may cease to be a reporting issuer</p>	<p>The operating and exploration activities of the Company for the twelve-month period ending June 30, 2025 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</p>	<p>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</p>
<p>The Company's ability to carry out anticipated exploration on its property interests</p>	<p>The exploration activities of the Company for the twelve-month period ending June 30, 2025 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</p>	<p>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</p>
<p>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</p>	<p>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</p>	<p>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</p>

	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	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

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies set out below have been applied consistently to the period presented in these financial statements unless otherwise noted below.

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"). In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(s) to the annual financial statements.

(c) Functional and presentation currency

The Company's presentation and functional currency is the Canadian dollar. The Company does not have any foreign operations. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are

translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at period end exchange rates are recognized in the statements of loss.

(d) Financial instruments

Under IFRS 9 Financial Instruments ("IFRS 9"), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing the classification of the Company's financial instruments under IFRS 9:

Classification	IFRS 9
Cash and cash equivalents	Amortized cost
Amounts receivable and deposits	Amortized cost
Investments	FVTPL
Accounts payable and accrued liabilities	Amortized cost

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at fair value through profit and loss: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's accounts payable and accrued liabilities do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

(e) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. In addition, long lived assets that are not amortized are subject to an annual impairment assessment.

(f) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position consist of cash balances with banks, including cash held in trust and money market securities that are readily convertible to cash with a remaining term at the date of acquisition of less than 90 days.

(g) Exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of exploration properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

(h) Investments

The Company carries its investments at fair value as financial assets at FVTPL. When a financial instrument is initially recognized, its fair value is generally the value of consideration paid or received. Subsequent to initial recognition, for the fair value of an investment quoted on an active market, the fair value is generally the bid price on the principal exchange on which the investment is traded.

In the absence of an active market, the fair value is determined by management using the appropriate valuation methodologies after considering the history and nature of the business, operating results and financial conditions, the general economic, industry and market conditions, capital market and transaction market conditions, contractual rights relating to the investment, public market comparable, private company transactions multiples and, where applicable, other pertinent considerations. The process of valuing investments for which no active market exists is inevitably based on inherent uncertainties and the resulting values may differ from values that would have been used had an active market existed.

(i) Equipment

Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the following terms and methods starting from the date it is available for use:

Boat	Straight-line 2 years
Vehicle	Straight-line 2 years

An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the consolidated statement of loss and comprehensive loss in the period the asset is derecognized

Significant judgment is involved in the determination of estimated residual values and useful lives and no assurance can be given that actual residual values and useful lives will not differ significantly from current estimates. The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted if appropriate. Equipment not yet available for use is not subject to depreciation.

(j) Share capital

The Company records proceeds from share and warrant issuances net of issue costs and any tax effects, to equity.

(k) Flow-through shares

The Company has financed a portion of its exploration activities through the issue of flow-through shares, which offer a tax incentive to Canadian investors by transferring the tax deductibility of exploration expenditures from the Company to the investors.

The Company has adopted a policy whereby flow-through proceeds are allocated between the offering of the common shares and the sale of tax benefits when the common shares are offered. The allocation is made based on the difference between the quoted price of the common shares and the amount the investor pays for the flow-through shares. A liability is recognized for the premium paid by the investors. Upon eligible expenditures being incurred, the Company derecognizes the liability and recognizes a premium on flow-through shares to the statement of loss and comprehensive loss.

Resource expenditure deductions for income tax purposes related to exploration and evaluation activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. The Company has indemnified the subscribers of flow-through share offerings against tax related amounts that became payable by the shareholder as a result of the Company not meeting its commitments.

(l) Share-based payments

The Company follows the fair value method of accounting for the issuance of stock options and restricted share units ("RSU") granted to officers, employees, directors, advisors and consultants. The grant date fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options. The number of stock option awards expected to vest are estimated using a forfeiture rate based on historical experience and future expectations. The fair value of the RSUs is determined by the quoted market price of the Company's common shares at date of grant. Share-based payments is recognized in profit or loss over the vesting period of the related option or RSU.

The fair value is measured at the grant date and each tranche is recognized on a graded-vesting basis over the period in which options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the statement of operations such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods, or the counterparty renders the service. Unexercised expired stock options and warrants are transferred to deficit.

(m) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The Company had no material provisions at June 30, 2024 and 2023.

(n) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. For the period presented, the loss attributed to common shareholders equals the reported loss attributable to owners of the Company. The weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the net proceeds received on the exercise of dilutive warrants and stock options are used to repurchase common shares at the average market price during the period. The diluted loss per share calculation excludes any potential conversion of warrants and stock options that would decrease loss per share or increase earnings per share.

(o) Income taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(p) Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an exploration property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company had no material restoration, rehabilitation and environmental costs as at June 30, 2024 and 2023 as the disturbance to date is minimal.

(q) Government assistance

The Company recognizes government grants given on eligible expenditures when it is reasonably assured that they will be realized. We use the cost reduction method to account for government grants, under which the credits are applied against the expense or asset to which the government grant relates.

(r) Significant accounting judgments and estimates

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments 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. These financial statements include estimates that, 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

(i) Income, value added, withholding and other taxes, and tax credits:

The Company is subject to income, value added, withholding and other taxes and is eligible for refundable tax credits on certain expenditures. Significant judgment is required in determining the Company's provisions for taxes and tax credits receivable. 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 and mining tax credits receivable 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. Amounts recorded for mining tax credits receivable represent best estimates of recoverable amounts after considering these uncertainties including assessing the Company's historical experience with recovering claimed amounts.

(ii) 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.

(iii) Decommissioning, restoration and similar liabilities:

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, 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) Valuation of investment in warrants

Management determines the fair value of investments in warrants 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 and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

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 136,465,269 common shares outstanding, 15,553,387 warrants outstanding at an exercise price of between \$0.15 and \$1.44 per share and 11,641,556 stock options outstanding at an exercise price of between \$0.61 and \$1.58 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) Subsequent to June 30, 2024, the Company issued 3,548,136 common shares from the exercise of warrants for gross proceeds of \$2,538,325. In addition, subsequent to June 30, 2024, the Company issued 100,000 common shares from the exercise of options for gross proceeds of \$75,500.

(ii) On August 8, 2024, the Company entered into a consulting agreement with Mezzo Consulting Services S.A. (the "Consultant") for the provision of advisory services relating to prospective mergers and acquisitions, fundraising opportunities in Europe and local business practices, culture and customs. The consulting agreement has an initial term of 24 months, after which it shall renew for one month terms on the first day of each calendar month until terminated by either the Company or the Consultant. As compensation for the provision of the services, the Company has agreed to issue the Consultant, on a one time basis, an aggregate of 240,000 RSUs. The RSUs shall vest one year following their issuance and shall otherwise be governed by the terms of the Omnibus Plan.

(iii) On August 22, 2024 and September 10, 2024, the Company closed the first and final tranches of a non-brokered private placement consisting of 3,762,162 non-flow-through shares at a price of \$1.11 each for gross proceeds of \$4,175,999 and 1,810,629 flow-through shares at a price of \$1.28 for proceeds of \$2,317,605 for aggregate proceeds totalling \$6,499,604. Goliath paid finders' fees of 6% cash totaling \$67,342 and 6% finder warrants totaling 59,382 warrants on certain orders in connection with this tranche and is subject to compliance with the policies of the TSXV.

(iv) On September 13, 2024 and October 3, 2024, the Company closed the first and final tranches of a non-brokered private placement consisting of 6,237,257 charity flow-through shares at a price of \$1.975 each for proceeds of \$12,318,582 and 2,640,221 flow-through shares at a price of \$1.44 each for proceeds of \$3,801,918 for aggregate proceeds of \$16,120,500. Goliath paid finders' fees of 6% totaling \$292,184 and 6% finder warrants issued for a 12 month period totaling 164,249 broker warrants on certain orders in connection with this tranche and is subject to compliance with the policies of the TSXV.