



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

Meeting Date and Location:

When: March 24, 2021
10:00 am (Eastern Time)

Where: 82 Richmond Street East, Toronto Ontario
M5C 1P1 and by telephone at 1-800-747-5150
and entering passcode: 5311060#.

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

The information circular and other relevant materials are available at:

<https://goliathresourcesltd.com/>

OR

www.sedar.com

How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than March 10, 2021. If you do request the current materials, please note that another Voting Instruction Form will not be sent; please retain your current one for voting purposes.

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

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

Securityholder Meeting Notice

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

1. **Number of Directors** - Particulars of Matters to be Acted Upon - Setting the Number of Directors
2. **Election of Directors** - Particulars of Matters to be Acted Upon – Election of Directors
3. **Re-appointment of Auditors** - Particulars of Matters to be Acted Upon - Appointment of Auditor and Fixing the Remuneration
4. **Ratification of 10% Rolling Stock Plan** - Particulars of Matters to be Acted Upon - Approval of the Stock Option Plan
5. **Shareholder Rights Plan** - Particulars of Matters to be Acted Upon - Adoption of the Rights Plan
6. **Articles of Amendment** - Particulars of Matters to be Acted Upon Amendments to the Articles of the Company

Voting

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form. Your Voting Instruction Form must be received by 10:00 am, Eastern Time on March 22, 2021.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Annual Financial statement delivery

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