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AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending and Restating the Offering Document under the Listed Issuer Financing Exemption dated May 29, 2025)

June 4, 2025

Goliath Resources Limited



SUMMARY OF OFFERING

What are we offering?

Offering:	The sale of flow-through shares (each, a “LIFE Charity FT Share”) of Goliath Resources Limited (the “Company”) to be sold to purchasers by way of private placement on a “bought deal” basis in each of the provinces of Canada, other than Québec, pursuant to the “listed issuer financing exemption” from the prospectus requirements (the “LIFE Exemption”) available under National Instrument 45-106 – <i>Prospectus Exemptions</i> (“NI 45-106”). Each LIFE Charity FT Share is intended to qualify as a “flow-through share” (within the meaning of subsection 66(15) of the <i>Income Tax Act</i> (Canada) (the “Tax Act”) and will be issued on a structured flow-through share financing basis. Unless otherwise indicated, all references to “\$” or “dollars” is to Canadian dollars. The Company understands that purchasers of LIFE Charity FT Shares intend to subsequently (i) donate some or all of such LIFE Charity FT Shares to registered charities, who may sell such LIFE Charity FT Shares to purchasers arranged by the Underwriters, and/or (ii) sell some or all of such LIFE Charity FT Shares to purchasers arranged by the Underwriters, in each case on the Closing Date (as defined herein) (such LIFE Charity FT Shares described in (i) and (ii), collectively,
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	the “Re-Offer Shares”), and at a price of \$1.95 per Re-Offer Share. Sales of Re-Offer Shares may be made to purchasers located in (i) each of the provinces of Canada, other than Québec, pursuant to the LIFE Exemption, (ii) the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws, and (iii) such other jurisdictions provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions.
Underwriters’ Option:	Stifel Nicolaus Canada Inc. (“Stifel”), as sole bookrunner and lead underwriter, together with a syndicate of underwriters to be formed by Stifel in consultation with the Company (together with Stifel, the “Underwriters”), will have an option, exercisable in whole or in part at any time for a period of up to 48 hours prior to the Closing Date (as defined below), to purchase (or arrange for substituted purchasers to purchase) up to such number of additional LIFE Charity FT Shares as is equal to 15% of the number of LIFE Charity FT Shares sold under the Offering at the Offering Price (as defined below) (the “Underwriters’ Option”). All references herein to the “LIFE Charity FT Shares” include any LIFE Charity FT Shares issued upon exercise of the Underwriters’ Option and all references to the “Offering” include the Underwriters’ Option.
Offering Price:	\$3.17 (the “ Offering Price ”) per LIFE Charity FT Share.
Offering Amount:	6,310,000 LIFE Charity FT Shares at the Offering Price for total gross proceeds of \$20,002,700 (or up to 7,256,500 LIFE Charity FT Shares and aggregate gross proceeds of up to \$23,003,105, assuming the Underwriters’ Option is exercised in full).
Closing Date:	The Offering is expected to close on or about June 16, 2025, or such other date as the Company and Stifel may agree.
Use of Proceeds:	The Company intends to use an amount equal to the gross proceeds of the Offering from the sale of the LIFE Charity FT Shares to incur eligible “Canadian exploration expenses” that qualify as “flow-through mining expenditures” (assuming that the extension to the mineral exploration tax credit under the Tax Act is extended consistent with the announcement by the Minister of Finance (Canada) dated March 3, 2025) as both terms are defined in the Tax Act (the “Qualifying Expenditures”) on or before December 31, 2026, and shall renounce the Qualifying Expenditures to the subscribers effective on or before December 31, 2025. In addition, with respect to subscribers who are eligible individuals resident in British Columbia, the Canadian exploration expenses are intended to qualify as “BC flow-through mining expenditures” as defined in subsection 4.721(1) of the <i>Income Tax Act</i> (British Columbia). If the Company fails to incur (or be deemed to incur) the Qualifying Expenditures within the timeframe specified or fails to renounce an amount equal to 100% of the gross proceeds from the issuance of the LIFE Charity FT Shares or the amount is reduced pursuant to subsection 66(12.73) of the Tax Act or any similar provincial tax law, the Company agrees, to the extent permitted by the Tax Act, to indemnify the subscribers for all additional taxes payable by subscribers as a consequence of such failure or reduction. The LIFE Charity FT Shares will be sold on a structured flow-through share financing basis whereby the Company will issue the LIFE Charity FT Shares to an agent for one or more disclosed principals.

Exchange:	The Company's common shares (the " Common Shares ") are listed on the TSX Venture Exchange (" TSXV ") under the symbol " GOT ", The Venture Market (" OTCQB ") under the symbol " GOTRF ", and the Frankfurt Stock Exchange (" Frankfurt ") under the Symbol " B4IF ".
Last Closing Price:	The last closing price of the Common Shares as at June 3, 2025 was as follows: TSXV: \$2.15; and OTCQB: USD\$1.60.

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with the Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "**Order**") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately before the date of this offering document, will not exceed \$50,000,000.
- The Company will not close the Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains forward-looking statements and information within the meaning of applicable securities legislation (collectively, "**forward-looking statements**"). These forward-looking statements relate to, among other things, the objectives, goals, strategies, beliefs, intentions, plans, estimates and outlook of the Company.

Forward-looking statements can generally be identified by the use of words such as "**believe**", "**anticipate**", "**expect**", "**continue**", "**intend**", "**aim**", "**plan**", "**budget**", "**goal**", "**estimate**", "**forecast**", "**foresee**", "**close to**", "**target**", "**potential**" or negative versions thereof and similar expressions, or state that certain actions, events or results "**may**", "**could**", "**would**", "**might**" or "**will**" be taken, occur or be achieved. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Any statements that refer to expectations, intentions, projections or other

characterizations of future events or circumstances contain forward-looking statements. Statements containing forward-looking statements are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances and are subject to change. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, undue reliance should not be placed on such statements.

The forward-looking statements in this offering document include, among other things, statements relating to: the Offering; the Concurrent Offering (as defined herein); the intended use of the proceeds from the Offering and the Concurrent Offering and the allocation thereof; the expectation that the Offering and the Concurrent Offering will close on the terms contained herein and the timing of the Closing Date; the Company's ability to incur sufficient Qualifying Expenditures in the required timeline and to renounce such amount; our business objectives and milestones; our mineral projects including statements concerning our plans at the Golddigger Property, located in the Eskay Rift within the Golden Triangle of British Columbia (the "**Golddigger Property**") and Lucky Strike Property, located in the Ominica and Skeena Mining Divisions in British Columbia (the "**Lucky Strike Property**"); drilling plans; requirements for additional capital and availability of funding; our business plans and strategies; and our expectations regarding certain of our future results, including, among others, revenue, expenses, expenditures, operations, and use of future cash flow.

In making the forward-looking statements in this offering document, the Company has made several assumptions, including, but not limited to, assumptions concerning: the geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis that are involved in the calculation of mineral reserves and mineral resources; expectations regarding industry trends, overall market growth rates and our growth rates and growth strategies; that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign currency exchange rates; that the supply and demand for, deliveries of, and the level and volatility of prices of precious and base metals; that the Company receives regulatory and governmental approvals for its development projects and other operations on a timely basis; feasibility of mine and plant development; our business plans and strategies; expenditure and financing requirements; that the Company is able to obtain financing for its development projects on reasonable terms; our ability to execute on our strategic growth priorities and to successfully integrate acquisition targets; that the Company is able to procure exploration equipment and services, and operating supplies in sufficient quantities and on a timely basis; that engineering and construction timetables and capital costs for the Company's development and expansion projects are not incorrectly estimated or affected by unforeseen circumstances; exploration and development risks, that unforeseen changes to the political stability or government regulation in the country in which the Company operates do not occur; our ability to retain key personnel; and that the Company maintains its ongoing relations with its employees, affected communities, business partners and joint venturers.

Actual results may differ materially from those expressed or implied in the forward-looking statements contained in this offering document. The Company anticipates that subsequent events and developments may cause the Company's views to change. Factors which could cause results or events to differ from current expectations include, among other things: actions taken by the Company's lenders, creditors, shareholders, and other stakeholders to enforce their rights; actions taken against the Company by governmental agencies and securities and other regulators; potential direct or indirect operational impacts resulting from infectious diseases or pandemics; project feasibility and practicality; risks related to determining the validity of mineral property title claims; changes in laws and environmental laws and regulations; the Company having no assurance that all necessary permits will be issued or if issued, that they will be issued in a timely manner; the Company having no assurance that the ownership of licenses will not be subject to prior claims, agreements or transfers and that the rights of ownership will not be challenged or affected by undetected defects; general economic conditions; changes in financial markets;

the impact of exchange rates; changes in taxation rates; political conditions and developments in countries in which the Company operates; changes in the supply, demand and pricing of the metal commodities which the Company hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties; and other factors not currently viewed as material that could cause actual results to differ materially from those described in the forward-looking statements. If any of these risks or uncertainties materialize, or if the opinions, estimates, or assumptions underlying the forward-looking statements prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. When relying on forward-looking statements to make decisions with respect to the Company, carefully consider these risk factors and other uncertainties and potential events. The Company undertakes no obligation to update or revise any forward-looking statement, except as required by law.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only as of the date made. The forward-looking statements contained in this offering document represent our expectations as of the date of this offering document (or as the date they are otherwise stated to be made) and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

Scientific and Technical Information

The scientific and technical information contained in this offering document has been reviewed and approved by Rein Turna P. Geo. Mr. Turna is a Qualified Person within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators ("NI 43-101").

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a junior resource exploration company of precious and critical metals in the prolific Golden Triangle of British Columbia and Abitibi Greenstone Belt of Quebec. The Company has two option agreements in place to acquire up to 100% in the Golddigger Property and Lucky Strike Property; they are prospective for Au-Ag-Cu-Pb-Zn. The Company currently owns 49% of the Golddigger Property, 49% of the Lucky Strike Property, and 100% of its Quebec property claims.

Recent developments

Amendment to Golddigger Option Agreement with the J2 Syndicate and J2 Syndicate Holdings Ltd

On April 15, 2024, the Company amended the option terms for its Golddigger Property, which was originally granted pursuant to an option agreement dated April 18, 2017 (the "**Golddigger Option Agreement**") with the J2 Syndicate and J2 Syndicate Holdings Ltd (collectively, the "**Optionors**"). Key points to the amendment provide for the Company's immediate 49% ownership in the Golddigger Property

upon the issuance of 10,000,000 Common Shares issued to the Optionors. To earn the remaining 51% interest and therefore an outright 100% ownership in the Golddigger Property, the Company would be required to prepare a maiden resource report in accordance with the requirements of NI 43-101 outlining certain milestones on or before June 1, 2027. As of the date of this offering document, the Company has: (i) paid 100% of all its property cash payments to the Optionors; (ii) exceeded the \$14,000,000 minimum expenditure obligation; and (iii) issued 10,000,000 Common Shares to the Optionors for its 49% ownership of the Golddigger Property.

Summer 2024 Non-Brokered Private Placement

During August and September 2024, the Company completed a non-brokered private placement for aggregate gross proceeds of \$6,499,604, which closed over two tranches (the “**Summer 2024 Offering**”). The Summer 2024 Offering consisted of the issuance of the following: (i) 3,767,567 Common Shares at a price of \$1.11 per share, and (ii) 1,810,620 flow-through Common Shares at a price of \$1.28 each, which qualify as “flow-through shares” within the meaning of Subsection 66(15) of the Tax Act.

In connection with the Summer 2024 Offering, the Company paid finder’s fees on certain orders comprised of a cash commission totalling \$67,342.26 and 59,382 common share purchase warrants (the “**Summer 2024 Finder’s Warrants**”), with each such Summer 2024 Finder’s Warrant being exercisable for a period of 12 months from the date of issuance. 8,400 of such Summer 2024 Finder’s Warrants have an exercise price of \$1.28 per share and 50,892 of such Summer 2024 Finder’s Warrants have an exercise price \$1.11 per share.

Fall 2024 Non-Brokered Private Placement

During September and October 2024, the Company completed a non-brokered private placement for aggregate gross proceeds of \$16,120,500, which closed in two tranches (the “**Fall 2024 Offering**”). The Fall 2024 Offering consisted of the issuance of an aggregate: (i) 6,237,257 charity flow-through shares at a price of \$1.975 per share, and (ii) 2,640,221 flow-through shares at a price of \$1.44 per share.

In connection with the Fall 2024 Offering, the Company paid finder’s fees on certain orders comprised of a cash commission totaling \$292,184 and 164,249 common share purchase warrants (the “**Fall 2024 Finder’s Warrants**”), which each such Fall 2024 Finder’s Warrant being exercisable for a period of 12 months from the date of issuances and with 128,385 of such Fall 2024 Finder’s Warrants having an exercise price of \$1.26 per share, and 35,413 of such Fall 2024 Finder’s Warrants having an exercise price of \$1.44 per share.

March 2025 Strategic Investment by McEwen Mining Inc.

On March 10, 2025, the Company announced it had closed a strategic non-brokered private placement (the “**March 2025 Offering**”) of 5,181,347 units of the Company (the “**March 2025 Units**”) to McEwen Mining Inc. (“**McEwen**”), an arm’s length party to the Company, at a deemed price of \$1.93 per March 2025 Unit in exchange for the issuance to the Company of an aggregate of 868,056 shares of common stock of McEwen (the “**McEwen Shares**”) at a deemed price of \$11.52 per McEwen Share.

Each March 2025 Unit is comprised of one (1) Common Share and one-half of one (1/2) common share purchase warrant (the “**March 2025 Warrants**”), resulting in the issuance of an aggregate of 2,590,673 March 2025 Warrants. Each March 2025 Warrant entitles the holder thereof to purchase one (1) Common Share at an exercise price of \$2.50 per share for a period of 12 months from the date of issuance. In connection with the March 2025 Offering, the Company, McEwen and Mr. McEwen entered into a standstill agreement, pursuant to which McEwen and Mr. McEwen agreed to, among other things, not

acquire, offer to acquire or agree to acquire (with or without conditions) any securities of the Company if such acquisition would increase such parties holdings in the Company beyond 9.9% of the issued and outstanding Common Shares or any material assets or liabilities of the Company or its affiliates, without the prior written consent of the Company for a period of two years.

Shareholder Rights Plan

On March 17, 2025, shareholders of the Company approved the adoption of a shareholder rights plan (the “**Rights Plan**”) at the annual and special meeting of shareholders of the Company. The Rights Plan was adopted to ensure shareholders are treated fairly and equally in connection with any unsolicited take-over bid or other acquisition of control of, or a significant interest in, the Company while providing the board of directors of the Company adequate time to consider and evaluate such a take-over bid or other acquisition and, if appropriate, identify, develop and negotiate any value-enhancing alternatives. The Rights Plan is substantially similar to the Company’s prior shareholder rights plan first adopted on December 11, 2020.

Under the terms of the Rights Plan, one (1) right (a “**Right**”) will be issued and attached to each Common Share outstanding as of the effective date of the Rights Plan, and a Right will also attach to each Common Share issued thereafter. The issuance of the Rights will not change the manner in which the shareholders trade their Common Shares, and the Rights will automatically attach to Common Shares with no further action required by shareholders.

Subject to its terms, the Rights issued under the Rights Plan become exercisable only if a person (an “**Acquiring Person**”), together with certain parties related to such Acquiring Person, acquires or announces its intention to acquire beneficial ownership of 20% or more of the outstanding Common Shares without complying with the “Permitted Bid” provisions of the Rights Plan or in circumstances where application of the Rights Plan is not waived in accordance with its terms. Following a transaction that results in a person becoming an Acquiring Person, the Rights entitle the holders thereof (other than the Acquiring Person and certain related parties) to purchase Common Shares for a nominal amount.

Warrant Exercises

On March 21, 2025, strategic investors of the Company, Crescat Capital and Mr. Rob McEwen, exercised an aggregate of 2,904,618 common share purchase warrants of the Company for aggregate net proceeds of \$3,157,193.

Concurrent Private Placement

On June 2, 2025, the Company announced that it intends to complete a non-brokered private placement on similar terms to the Offering whereby it proposes to issue up to 1,281,545 common shares of the Company (each, a “**PP Charity FT Share**”) at the Offering Price for gross proceeds of up to approximately \$4,062,500 (the “**Concurrent Offering**”). The PP Charity FT Shares will qualify as “flow-through shares” as defined in subsection 66(15) of the Tax Act. The Concurrent Offering is intended to accommodate additional demand for charity flow-through shares of the Company, and provides the Company with further flexibility to accommodate such additional subscriptions. Assuming the Concurrent Offering is fully-subscribed, the Company anticipates raising up to \$24,065,200 in total gross proceeds under the Offering and the Concurrent Offering. The Company intends to use the gross proceeds of Concurrent Offering to incur Qualifying Expenditures.

In consideration for the services provided to the Company in connection with the Concurrent Offering, certain finders will be entitled to receive a cash commission equal to 6.0% of the gross proceeds raised under the Concurrent Offering and such number of common share purchase warrants (“**Finder’s**

Warrants”) as is equal to 6.0% of the number of PP Charity FT Shares sold under the Concurrent Offering. Each Finder’s Warrant will entitle the holder thereof to acquire one Common Share at a price of \$1.95 for a period of 24 months following the closing of the Concurrent Offering. The cash commission will not be paid from the gross proceeds of the Concurrent Offering and will be paid using the Company’s existing cash on hand.

The Concurrent Offering is expected to close on or about the Closing Date, subject to the receipt of all necessary approvals such as the approval of the TSXV. The PP Charity FT Shares, the Finder’s Warrants and Common Shares that will be issuable upon the exercise of the Finder’s Warrants (if any) will be issued pursuant to available exemptions under NI 45-106, and will be subject to a hold period expiring four months and one day following the Closing Date.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The business objectives that the Company expects to accomplish using the net proceeds of the Offering will be predominantly used for exploration and evaluation of the Golddigger Property, the results of which may be used to support the preparation and issuance of a maiden mineral resource estimate for the Golddigger Property in accordance with the requirements of NI 43-101, and earn the remaining 51% interest in the Golddigger Property.

The Company has engaged JDS Energy & Mining Inc. to assess the viability, permitting and development of an underground exploration adit at Surebet. The Company mobilized for its largest drill campaign to date entirely focused on the Surebet high-grade gold discovery based on the positive results from the 2024 season at its 49% owned Golddigger Property.

The Company believes the following significant events are required to occur within the following time frames and with the following costs for the business objectives described herein to be accomplished:

Event	Time Frame	Cost (Assuming 100% of the Offering)	Cost (Assuming the exercise in full of the Underwriters’ Option)
Continued exploration and advancement of the Company’s Golddigger Project	Over the next 6 months	\$41,353,643	\$44,174,048
General corporate purposes	At a monthly rate of \$360,000 over the next 12 months	\$3,600,000	\$3,600,000
	Total:	\$44,953,643	\$47,774,048

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of the Offering	Assuming the exercise in full of the Underwriters' Option
A	Amount to be raised by this offering	\$20,002,700	\$23,003,105
B	Selling commissions and fees	\$1,200,000	\$1,380,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$150,000	\$150,000
D	Net proceeds of offering: $D = A - (B+C)$	\$18,652,700	\$21,473,105
E	Working capital as at most recent month end (deficiency)	\$17,869,194	\$17,869,194
F	Additional sources of funding ⁽¹⁾	\$8,431,749	\$8,431,749
G	Total available funds: $G = D+E+F$	\$44,953,643	\$47,774,048

Note:

(1) Represents additional proceeds expected to be received from the Concurrent Offering, assuming it is fully subscribed, and from the exercise of the Company's common share purchase warrants expiring on December 31, 2025.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering	Assuming the Exercise in full of the Underwriters' Option
Continued exploration and advancement of the Company's Golddigger Project	\$41,353,643	\$44,174,048
General corporate purposes	\$3,600,000	\$3,600,000
Total:	\$44,953,643	\$47,774,048

How have we used the other funds we have raised in the past 12 months?

In the 12 months prior to the date of this offering document, the Company raised aggregate gross proceeds of \$22,620,104 pursuant to the Summer 2024 Offering and Fall 2024 Offering (see "*Summary Description of Business – Recent Developments*" above). The Company previously disclosed that net proceeds from the Summer 2024 Offering and the Fall 2024 Offering would be used for exploration activities in British Columbia and general corporate purposes. The following table sets out the approximate amounts actually

spent by the Company on working capital and general and administrative expenses during the nine-months ending March 31, 2025:

Description	Amount Spent	Variances to what was disclosed, if any and impact of variances on the Company's ability to achieve its business objectives and milestones
Exploration activities	\$20,219,641	Nil
General corporate	\$2,400,463	Nil
Total:	\$22,620,104	Nil

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Underwriters:	Stifel, as sole bookrunner and lead underwriter, together with a syndicate of underwriters formed by Stifel in consultation with the Company
Cash Commission:	At the closing of the Offering, the Company shall pay the Underwriters a cash commission equal to 6.0% of the gross proceeds of the Offering. For the avoidance of doubt, the cash commission will not be paid from the gross proceeds of the Offering and will be paid by the Company with existing cash on hand.
Broker Warrants:	At the closing of the Offering, the Company shall issue to the Underwriters broker warrants (the " Broker Warrants ") to acquire in aggregate that number of Common Shares which is equal to 6.0% of the number of LIFE Charity FT Shares sold under the Offering. Each Broker Warrant shall entitle the holder thereof to acquire one (1) Common Share (each, a " Broker Warrant Share ") at an exercise price of \$3.17 per Broker Warrant Share for a period of 24 months following the Closing Date.

Does Stifel have a conflict of interest?

To the knowledge of the Company, the Company is not a "related issuer" or "connected issuer" of or to Stifel, as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a) to rescind your purchase of these securities with the Company, or

- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Securityholders can access the Company's continuous disclosure at www.sedarplus.ca. For further information regarding the Company, visit our website at <https://goliathresourcesltd.com/>

Purchasers should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the LIFE Charity FT Shares.

DATE AND CERTIFICATE

This amended and restated offering document, together with any document filed under Canadian securities legislation on or after June 4, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 4, 2025

By: (signed) "Roger Rosmus"
Name: Roger Rosmus
Title: Chief Executive Officer

By: (signed) "Graham C. Warren"
Name: Graham C. Warren
Title: Chief Financial Officer