

Goliath Resources Provides Update on Upcoming Private Placements

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TORONTO, June 09, 2025 - [Goliath Resources Ltd.](#) (TSX-V: GOT) (OTCQB: GOTRF) (Frankfurt: B4IF) (the "Company" or "Goliath") announces that it has amended the exercise price of the common share purchase warrants to be issued to: (i) Stifel Nicolaus Canada Inc. and a syndicate of underwriters (collectively, the "Underwriters") in connection with the Company's "bought deal" private placement of 6,310,000 common shares in the capital of the Company (the "Charity Flow-Through Shares") that will qualify as "flow-through shares" as defined in subsection 66(15) of the *Income Tax Act* (Canada) at a price of C\$3.17 per Charity Flow-Through Share for gross proceeds of C\$20,002,700 (the "Bought Deal Offering"); and (ii) certain finders in connection with the Company's non-brokered private placement of up to 1,281,545 Charity Flow-Through Shares at a price of C\$3.17 per Charity Flow-Through Share for gross proceeds of up to C\$4,062,500 (the "Concurrent Offering"), as announced in the Company's news releases dated May 29, 2025 and June 2, 2025.

As previously disclosed, in consideration for services provided by the Underwriters in connection with the Bought Deal Offering, the Underwriters will be entitled to receive compensation consisting of: (i) a cash commission equal to 6.0% of the gross proceeds raised under the Bought Deal Offering; and (ii) that number of common share purchase warrants (the "Broker Warrants") equal to 6.0% of the number of Charity Flow-Through Shares sold under the Bought Deal Offering. Each Broker Warrant was originally exercisable to acquire one common share of the Company at a price of C\$1.95 per share for a period of 24 months following the closing of the Bought Deal Offering.

Furthermore, in consideration for services provided in connection with the Concurrent Offering, certain eligible finders (the "Finders") will be entitled to receive compensation consisting of: (i) a cash finder's fee equal to 6.0% of the gross proceeds raised under the Concurrent Offering; and (ii) that number of common share purchase warrants (the "Finder's Warrants") equal to 6.0% of the number of Charity Flow-Through Shares sold under the Concurrent Offering. Each Finder's Warrant was originally exercisable to acquire one common share of the Company at a price of C\$1.95 per share for a period of 24 months following the closing of the Concurrent Offering.

The Company has agreed with the Underwriters and the Finders to amend the terms of the Broker Warrants and the Finder's Warrants, respectively, to change the exercise price of the Broker Warrants and Finder's Warrants from C\$1.95 to C\$2.12 per common share. All other terms of the Broker Warrants and the Finder's Warrants, including the expiry date, remain unchanged.

The closing of the Bought Deal Offering and the Concurrent Offering remain subject to certain regulatory approvals, including the approval of the TSX Venture Exchange (the "Exchange").

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities described herein have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Goliath Resources Limited

Goliath is an explorer of precious metals projects in the prolific Golden Triangle of northwestern British Columbia. All of its projects are in high quality geological settings and geopolitical safe jurisdictions amenable to mining in Canada. Goliath is a member and active supporter of CASERM which is an

organization that represents a collaborative venture between Colorado School of Mines and Virginia Tech. Goliath's key strategic cornerstone shareholders include Crescat Capital, [McEwen Mining Inc.](#) (NYSE: MUX) (TSX: MUX), Mr. Rob McEwen, a Global Commodity Group based in Singapore, Mr. Eric Sprott and Mr. Larry Childress.

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