
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 condensed interim financial statements for the three months ended September 30, 2018 and September 30, 2017 and the annual audited financial statements for the years ended June 30, 2018 and June 30, 2017. Additional information relating to the Company may be accessed through SEDAR at www.sedar.com.

This commentary is as of November 28, 2018. 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 25 Adelaide Street East, Suite 1614, Toronto, Ontario M5C 3A1.

Option Agreements

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 "Lucky Strike" 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 April 18, 2022. The agreements were subsequently amended on April 19, May 6, June 8, June 26, September 10, September 22 and September 27, 2017.

The Options may be maintained and exercised by Goliath issuing the following securities, making the following cash payments and incurring the following exploration expenses.

	Common Shares Issued		Warrants Issued	
Bingo	3,000,000		3,000,000	
Copperhead	900,000		900,000	
Golddigger	3,000,000		3,000,000	
Lucky Strike	3,000,000		3,000,000	
Total	9,900,000		9,900,000	

Cash payments	Effective date April 20, 2017	November 1, 2018	April 1, 2019	April 1, 2020	April 1, 2021	Total
Bingo	\$ 75,000	\$ 90,000	\$ 108,000	\$ 129,600	\$ 155,520	\$ 558,120
Copperhead	75,000	90,000	108,000	129,600	155,520	558,120
Golddigger	75,000	112,500	168,750	253,125	379,688	989,063
Lucky Strike	75,000	112,500	168,750	253,125	379,688	989,063
Total	\$ 300,000	\$ 405,000	\$ 553,500	\$ 765,450	\$ 1,070,416	\$ 3,094,366

Exploration expenses	December 15, 2017	December 15, 2018	December 15, 2019	December 15, 2020	December 15, 2021	Total
Bingo	\$ 55,120	\$ 96,460	\$ 168,805	\$ 295,409	\$ 516,965	\$ 1,132,759
Copperhead	69,960	122,430	214,253	374,942	656,148	1,437,733
Golddigger	106,000	185,500	324,625	568,094	994,164	2,178,383
Lucky Strike	318,920	558,110	976,693	1,709,212	2,991,121	6,554,056
Total	\$ 550,000	\$ 962,500	\$ 1,684,376	\$ 2,947,657	\$ 5,158,398	\$ 11,302,931

Conditions of the Options are as follows:

- Goliath must elect by April 1, 2019 and each subsequent year, to either carry out an exploration program which will result in it incurring the prescribed exploration expenses for that year by December 15 of that year or terminate the Options. If Goliath makes an election by April 1 and subsequently fails to raise the required funds by May 31 of that year, then the Option may be terminated by the Optionors, or an amount equal to the prescribed exploration budget will become a debt of Goliath, payable to the Optionors on March 31 of the following year.
- To maintain the Options beyond April 1, 2022, Goliath must elect not later than April 1, 2022 to either have a Preliminary

Economic Assessment prepared or terminate the Options.

- Each of the four 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 shares (the "J2 Bonus Shares") upon identification of 3,000,000 gold equivalent ounces of NI 43-101 mineral reserves and resources for each property (aggregate of 40,000,000 shares for the four properties).
 - iv) The obligation to issue the "resource bonuses" shall expire on December 15, 2023.
- 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.

The Company has incurred the prescribed exploration expenditures for the years 2017, 2018 and the Options are in good standing. The Company will apply any excess expenditures in 2017 & 2018 to its prescribed 2019, and/or further years commitments.

Please see subsequent events.

Properties

Lucky Strike Property

The property is 23,992 hectares located in the Ominica and Skeena Mining Divisions in British Columbia. It has logging road access, only 3 km to a major highway & power, and 40 kilometres north by Highway of major infrastructure in Terrace, BC.

Goliath confirmed the discovery of two large porphyry systems being the Prosperity Bullseye Porphyry and the Lorne Creek Porphyry. The Prosperity Bullseye Porphyry had its inaugural exploratory drilling program in later part of 2018 to further confirm surface alteration / zonation / mineralized system to depth; assays are pending.

Other Lucky Strike Property Highlights include:

- The Prosperity Bullseye Porphyry has been mapped in detail on surface defining a large 1200 x 1000 metre alteration system and is reflected by a quartz-sericite-pyrite (QSP) core that is coincident with molybdenite-chalcopryite mineralization.
- A second porphyry centre has been confirmed, the Lorne Creek Porphyry. It is defined by a large 1200 by 700 metre alteration system, that is reflected by a quartz-sericite-pyrite (QSP) core and coincident with a molybdenite-chalcopryite stockwork.
- Multiple lines of evidence confirm the presence of two porphyry systems on Lucky Strike:
- Prolific coarse gold in placer creeks draining extensive area containing widespread porphyry related polymetallic veins;
- Soil geochemistry defined a 2000 x 400 metre Au-Cu-Mo-Bi-Sb soil anomaly that is consistent with a porphyry signature;
- Gold rich polymetallic veins are radiating from the porphyry centre;
- Independent interpretations of subsurface geophysical data concluded it is consistent with a porphyry signature (see February 26th Press Release);
- Large alteration system confirmed at surface that is consistent with a porphyry system;
- Presence of historic polymetallic porphyry veins in Lorne Creek; and
- Prosperity Bullseye and Lorne Creek porphyries are located within a larger known porphyry belt.

Prosperity Bullseye Porphyry

The Prosperity Bullseye Zone has a geophysical and geochemical porphyry signature with the central zone extending over 2500 x 1500 x 500 metres and remains open to depth (see February 26th Press Release). Detailed mapping within this zone has defined a 1200 by 1000 metres alteration zone that is reflected by a quartz-sericite-pyrite (QSP) core and is coincident with molybdenite and chalcopyrite mineralization. A second porphyry zone with many of the same characteristics and style of mineralization as the Prosperity Bullseye has been identified 3 kilometres to the southeast, straddling the headwaters of Lorne Creek placers. Mapping has been able to highlight a spatial link between polymetallic Au-Pb-Zn-Cu-Ag veins and Cu-Mo porphyry centres. Polymetallic veins between Prosperity Bullseye and Lorne Creek porphyry's highlight a NW structural trend between the two porphyry systems and widespread porphyry related polymetallic vein occurrences on the property may reflect proximity to other porphyry centres. Drilling is completed at the Prosperity Bullseye porphyry and results will be published once assays have been received, compiled, and interpreted. Additional structural interpretation will be augmented over the coming months with the recent completion of a property wide LIDAR survey.

Gold Source Breccia Discovery

- The quartz breccia at the Gold Source Zone occurs as a structural corridor, outcropping locally along strike for 1500 metres by 200 metres wide and remains open. The zone is located 14 km south of Prosperity and is drill ready.
- 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 Gold Source 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. Data compilation is ongoing to determine the geological nature of this vein/breccia system and if it has any spatial links to another nearby porphyry centre, similar to those seen at both Prosperity and Lorne, 14 km to the north. Additional target generation will be completed over the winter with the use of LIDAR and geophysical data that was completed as part of the 2018 program.

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 potential porphyry system and associated skarn polymetallic veins.

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 Prosperity Bullseye porphyry drill target at the Lucky Strike Property is completely surrounded by the headwaters of two most prolific placer creeks in the district, Lauren Creek draining eastward, and Douglas Creek draining westward. Coarse gold was recovered from Douglas Creek which had a production 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 2018 focus was on the Prosperity Bullseye Zone 2.4km x 3.4km that is completely surrounded by head waters of the two most prolific placer creeks in the area. The sources of the alluvial deposited placer gold is believed to be attributed to erosion of local auriferous quartz veins in the surrounding bedrock. An inaugural exploration drilling program of up to 500m was recommended within a detailed 25 x 25 metre soil grid over a 2000 x 400 metre area where assays returned up to 7.37 gpt Au, 557 ppm Cu, and an intrusive rock assayed 0.29% Mo (similar to other porphyry systems in this region) coincidental with the geophysics model 2500 x 1500 x 500 metres open at depth. Assays are pending and the future program in 2019 will be based on these results. The focus in 2019 will also be on the Lorne Creek Porphyry, Gold Source's hydrothermal breccia system.

Goliath's multi-year permit is in the process of being amended to include extensive diamond drilling at both the Lorne Creek Porphyry and Gold Source discoveries.

Copperhead Property

The property is 4,354 hectares located in the Ominica Mining Division. It has logging road access, only 6 km to a major highway & power, and 35 kilometres north by Highway of major infrastructure in Terrace, BC.

The property resides within the Skeena Arch, a belt-scale structural corridor associated with significant porphyry and related mineralization.

Copperhead highlights include:

- Copper King Trend is 350 metres wide by 2,000 metres long defined by highly mineralized grab samples and remains open in all directions.
- 11 metre chip sample returned 0.17 g/t Au, 4.28 % Cu, and 45.41 g/t Ag. The chip sample started and ended in mineralization that remains open.
- 8 metre chip sample returned 0.08 g/t Au, 1.57 % Cu, and 12.45 g/t Ag. The chip sample started and ended in mineralization that remains open. SkyTEM™ aerial magnetics and electromagnetic data discovered an intense magnetic high and adjacent resistive zone, consistent with a hydrothermal alteration system.

Target Minerals:

The economic target is for copper and silver associated with widespread volcanic breccia outcrops at surface, veins and replacement mineralization proximal to granitic intrusions.

Geology Description:

The Copperhead Property is underlain by Lower Jurassic Telkwa and Eagle Peak volcanic rocks of the Hazelton Group. The volcanic package is intruded by Late Cretaceous granitoids of the Bulkley Plutonic Suite. Structurally, the Copperhead property resides with the Skeena Arch, a major transverse paleogeographic high in central Stikinia, associated with Eocene plutonism.

The property is locally underlain by three separate intrusions which range from oxidized and altered granodiorite with an associated quartz-sericite-pyrite alteration halo to quartz diorite. Mineralization occurs as massive chalcopyrite-bornite-pyrite in veins and as matrix replacement within volcanoclastic horizons.

Chalcopyrite with lesser pyrite and bornite was discovered in quartz veins along or proximal to faults or within alteration zones. The Copper King trend runs parallel to a major regional fault zone that may have acted as a conduit for mineralizing fluids.

Future Exploration & Drilling Recommended:

The 2018 focus was on the Copper King Trend a 2000 x 350 metre area where there is widespread mineralization in breccia outcrops exposed at surface with copper up to 7.97% and over 45 grams per tonne silver. An inaugural exploratory drilling program was recently completed over a strike of 300 metres from three (3) separate drill pads on the Copper King Trend testing the surface expression of a copper-rich volcanic breccia. Four (4) drill holes totaling 768 metres have been completed and results will be published once assays have been received, compiled, and interpreted. Trenching, IP geophysics, mapping, soil sampling, and prospecting were also completed over a 2 km by 1km area on the property this season and assays are pending. The results will dictate the future program in 2019.

Bingo Property

The property is 989 hectares and is located near tidewater and approximately 42 southeast of Stewart, BC. located within the Golden Triangle. It is approximately 19 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented.

It is also proximal to the unconformity between the Lower Hazelton and Stuhini Group rocks, also known as the "Red Line", a geological boundary proximal to where many world class deposits have been found within the Golden Triangle.

Bingo highlights include:

- The Bingo Main is a zone containing gold mineralized grab, chip and channel samples over an area of 320 metres x 175. The zone is open on surface and to depth
- 83% of all the samples taken contained gold mineralization
- Channel cut over 4.85 metres assayed 1.77 gpt Au, and 0.20 % Cu
- Channel cut over 3.2 metres assayed 1.48 gpt Au and 0.37 % Cu
- 19 chips samples assayed up to 9.79 gpt Au

Target Minerals:

The economic target at Bingo is gold and copper associated with quartz veins and stratabound disseminations of massive sulphides in andesitic volcanics and metasedimentary rocks.

Geology Description:

The Bingo Property is situated at the contact between Jurassic Lower Hazelton volcanic rocks of the Stikinia terrane and Cenozoic granitoids of the Coast Plutonic Complex. The Hazelton group is a favorable host for several deposits in the Anyox mining camp where mineralization consists of massive sulphide bands and lenses within the volcanic rocks.

Future Exploration & Drilling Recommended:

The 2018 focus was on the Bingo Main Zone, a large stratabound horizon that contains gold mineralized grab, chip, and channel samples over an area of 320 x 175 metres and remains open in all directions where 83% of all samples contained gold mineralization up to 9.79 gpt Au. prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted in preparation for a potential drill program in 2019.

Golddigger Property

The property is 14,220 hectares and is located near tidewater approximately 37 km southeast of Stewart, BC. located in the Golden Triangle. Its located approximately 24 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented. The mineral claims are located at the headwaters of Hastings Arm in Observatory Inlet in the Skeena Mining Division in British Columbia. The Golddigger Property is located approximately 24 km north of the former Anyox mining camp where several massive sulphide and gold past producers are documented.

The property is also within two kilometres of the unconformity between Lower Hazelton and Stuhini rocks, also known as the "Red Line" a geological boundary proximal to where many world class deposits are found within the Golden Triangle.

Target Minerals:

The economic target at Golddigger is gold and silver associated with quartz veins in 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.

Future Exploration & Recommendations:

The 2018 focus is on the Gold Swarm Zone, a large breccia zone 115 x 95 metres and remains open in all directions where various samples assayed up to 21.1 gpt Au, 214 gpt Ag, 3.23% Pb and 0.26% Cu. prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted in preparation for a possible 2019 drill program.

The Anaconda vein system is a 1–10 metre-wide quartz vein with the confirmed presence of localized gold mineralization over a known strike length of 2.3 kilometres and is exposed in vertical extent for 600 metres. The vein remains open along strike and to depth. Highlights included a channel sample grading 22.83 grams per tonne gold equivalent over 2 meters (including 5.81 grams per tonne gold, and 1,280 grams per tonne silver). Based on these highly mineralized results, the technical team has recommended a bulk sample be taken as the next step to determine the economics of Anaconda vein system.

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. Their 2018 second pass exploration program is fully funded that included prospecting, geologic mapping, channel cutting, and alteration studies with the goal of delineating bedrock drill targets. Assays, geochemistry, and alteration study results are pending on both projects and will be reported when they have been received, compiled, and interpreted.

The properties are:

- Goldcrest
- Goldstandard
- Goldstar

- Money
- Newstrike
- Skyhigh

Members of the DSM Syndicate are shareholders of the Company

Additional Disclosure for Venture Issuers Without Significant Revenue

During the quarter ended September 30, 2018 and 2017, the Company incurred the following exploration and evaluation expenditures:

	2018	2017
Transportation	540,846	101,407
Imagery	938	37,445
Field work exploration	530,829	301,382
Supplies	53,132	36,433
Airborne geophysical survey	nil	66,490
Staking Cost	5,064	35,711
Laboratory and analysis	29,267	25,394
Reports	19,717	5,708
Travel and accommodation	105,928	101,619
Geology	nil	5,176
Project management	168,108	11,564
Drilling	175,653	nil
	\$ 1,629,482	\$ 728,329

Results of Operations

Please note that as the Company only commenced operations late in fiscal 2017 limited comparative information is available.

Quarterly data	2019	2018				
	Q1	Q4	Q3	Q2	Q1	
Net income (loss)	(1688)	(888)	(152)	(2672)	(833)	
Basic income (loss) per share	(0.02)	(0.01)	0.00	(0.05)	(0.02)	

Goliath did not have any revenue for the quarter ended September 30, 2018.

Costs and Expenses

Costs and expenses for the period ended September 30, 2018 were \$2,027,356 (2017 - \$833,373) and included the following categories: , exploration and evaluation expenditures of \$1,629,482, , consulting and professional fees, administration expenses, investor relations and regulatory fees, totalling \$397,874.

Loss

Goliath had a net loss of \$1,688,457 or \$0.02 per common share common share for the quarter ended September 30, 2018, compared to a loss of \$833,373 for the quarter ended September 30, 2017. These losses are a result of, exploration activities, and administrative costs. The premium on flow through shares equated to \$338,899.

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 \$532,309 and cash of \$596,938 as at September 30, 2018. Further financing will be required for working capital and exploration expenditures. Please see subsequent events.

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 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:

	Three Months Ended September 30,	
	2018	2017
Consulting fees (1)	\$ 52,500	\$ -

(1) Consulting fees paid to the Chief Executive Officer and Chief Financial Officer for their services.

(2) Included in accounts payable and accrued liabilities are amounts owing to officers of \$10,361 as at September 30, 2018 (June 30, 2018 - \$12,209). This balance is unsecured, non-interest bearing and due on demand.

Commitments and Contingencies

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.

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 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	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 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
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending June 30, 2019 The Company expects to incur further losses in the development of its business Should the Company not raise sufficient capital, it may cease to be a reporting issuer	The operating and exploration activities of the Company for the twelve-month period ending June 30, 2019, 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	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
The Company's ability to carry out anticipated exploration on its property interests	The exploration activities of the Company for the twelve-month period ending June 30, 2019, 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	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
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	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	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

	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 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	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 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

Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make estimates 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. The financial statements include estimates, which, 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 the revision affects both current and future periods.

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

(i) Assets' Carrying Values and Impairment Charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

(ii) Income, Value Added, Withholding and Other Taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. 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 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.

(iii) Decommissioning, restoration and similar liabilities

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

Future Accounting Changes

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

- (i) IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective as at January 1, 2018.
- (ii) IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

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. For a more complete listing of the risk factors relating to Goliath, please refer to the Companies MD&A for the year ended June 30, 2018.

Share Capital

As at the date of this MD&A, there are 95,879,786 common shares outstanding, 59,928,640 warrants outstanding at an exercise price of between \$0.10 and \$0.30 per share and 8,721,390 stock options outstanding at an exercise price of between \$0.167 and \$0.21 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) On November 8, 2018 entered into four separate amendment agreements (the "Amendments") with the J2 Syndicate (the "Optionor"), whereby the parties have agreed to further amend the terms of Goliath's option (each, an "Option" and collectively, the "Options") on the Bingo, Copperhead, Golddigger and Lucky Strike properties.

The main points of the Amendments are as follows:

- The optional cash payment of \$405,000 that was due to the J2 Syndicate on November 1, 2018 has been postponed to March 30, 2020, and remains optional until such time;
- The optional cash payments that were to be paid to the J2 Syndicate on April 1, 2019, 2020 and 2021 in order to maintain Goliath's rights under the Options will be postponed by 24 months to March 30, 2021, 2022 and 2023, respectively;
- The exploration expenses that Goliath must incur each year to maintain its rights under the Options will essentially remain the same save and except that Goliath will now have to incur total exploration expenditures in 2019 of at least \$1,200,000 instead of the amounts that were stipulated before; and
- Earning exclusive right of first refusals (ROFRs) on each of the DSM Syndicate's Gold Star (see description news – Oct 30 2018) and Gold Crest (see description news – Feb 5, 2018) properties.

The Amendments are subject to Goliath:

- Completing a financing of at least \$1,500,000 of net proceeds (the "Financing Proceeds") prior to March 30, 2019;
- Incurring new exploration expenditures of at least \$1,200,000 in the aggregate on all the properties prior to December 31, 2019;
- Providing \$300,000 from the Financing Proceeds for the exploration of the J2 Syndicate's Bullion and/or Eldorado properties, and/or the DSM Syndicate's Gold Crest, Gold Standard and/or Gold Star properties (Goliath already owns a 10% interest in the DSM Syndicate); and
- Executing an agreement with the J2 Syndicate and the DSM Syndicate with respect to the fulfillment of the \$300,000 funding obligation and the grant of the ROFR's mentioned above prior to November 15, 2018.

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 save and except, as mentioned above, for its aggregate commitment for the year 2019. Goliath has currently exceeded its minimum exploration commitments for 2017 and 2018.

- (ii) On November 27, 2018 the Company closed an oversubscribed non-brokered private placement for proceeds totaling \$707,000.

The offering consisted of flow-through units ("FT Unit") and non-flow-through units ("NFT Unit") both priced at \$0.10 per unit.

Each FT Unit is comprised of one common share which is a "flow-through" share for Canadian income tax purposes and one half (1/2) share purchase warrant (each full warrant a "\$0.20 Warrant"). Each \$0.20 Warrant will entitle the holder to purchase one additional common share which is not a "flow-through" share at the price of \$0.20 for 24 months after closing. If at any time after four months after the date of completion of the offering the Company's Shares have a closing price equal to or higher than \$0.40 per Share for ten (10) consecutive trading days on the TSX-V (as defined herein), the Company shall thereafter be entitled to give notice to the holders of all \$0.20 Warrants, by news release, that such warrants will expire at 4:30 p.m. (Toronto time) on that date which is 30 days after the date of such news release unless exercised before the expiry of that period.

Each NFT is comprised of one common share which is not a "flow-through" share and one half (1/2) share purchase warrant (each full warrant a "\$0.20 Warrant"). Each \$0.20 Warrant will entitle the holder to purchase one additional common share which is not a "flow-through" share at the price of \$0.20 for a period of 24 months after closing. If at any time after four months after the date of completion of the offering the Company's Shares have a closing price equal to or higher than \$0.40 per Share for ten (10) consecutive trading days on the TSX-V (as defined herein), the Company shall thereafter be entitled to give notice to the holders of all \$0.20 Warrants, by news release, that such warrants will expire at 4:30 p.m. (Toronto time) on that date which is 30 days after the date of such news release unless exercised before the expiry of that period.

The Company will pay finder's fees equal to 7% of the gross proceeds from a portion of the financing in cash, and 7% finders warrants equal to the number of units sold in accordance with the policies of the TSX Venture Exchange. The proposed private placement and finder's fees are subject to TSX Venture Exchange acceptance. All shares issued pursuant to the offering (including shares issued to finders) and any shares issued pursuant to the exercise of warrants will be subject to a four-month hold period from the closing date. The Company did pay \$18,060 in Finders Fees, and 180,600 in Finders warrants in relation to the FT Units sold. These warrants have the same price and terms as the warrants attached to the units sold.