

# 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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This press release contains statements that constitute "forward-looking information" ("forward-looking information") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this news release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information. Forward-looking statements in this news release include statements regarding the Bought Deal Offering, the Concurrent Offering, the Broker Warrants, the Finder's Warrants, and the Company's ability to obtain all regulatory approvals, including the approval of the Exchange. In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that the expectations of any forward-looking information will prove to be correct. Known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include but are not limited to: compliance with extensive government regulations; domestic and foreign laws and regulations adversely affecting the Company's business and results of operations; and general business, economic, competitive, political and social uncertainties. Accordingly, readers should not place undue reliance on the forward-looking information contained in this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information or otherwise.

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