

# Goliath Resources Closes Bought Deal Private Placement for Gross Proceeds of C\$26.3M

23.10.2025 | [Newsfile](#)

Toronto, October 23, 2025 - [Goliath Resources Ltd.](#) (TSXV: GOT) (OTCQB: GOTRF) (FSE: B4IF) (the "Company" or "Goliath") is pleased to announce that it has closed its previously announced "bought deal" private placement offering (the "Offering") for aggregate gross proceeds of approximately C\$26.3 million, including the exercise in full of the option granted to the Underwriters (as defined herein). The Offering was comprised of the issue and sale of: (i) 1,977,157 common shares of the Company (the "National Flow-Through Shares") at a price of C\$4.20 per National Flow-Through Share for gross proceeds of approximately C\$8.3 million; and (ii) 4,054,054 common shares of the Company (the "BC Flow-Through Shares", and together with the National Flow-Through Shares, the "Flow-Through Shares") at a price of C\$4.44 per BC Flow-Through Share for gross proceeds of approximately C\$18 million. All Flow-Through Shares qualify as "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act").

The Offering was led by Stifel Canada, as sole bookrunner and lead underwriter, together with CIBC World Markets Inc. (together, the "Underwriters").

The Flow-Through Shares were issued to purchasers in Canada in reliance on the "listed issuer financing" exemption from the prospectus requirement available under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (as amended, the "Listed Issuer Financing Exemption"). The Flow-Through Shares issued under the Listed Issuer Financing Exemption will not be subject to a hold period pursuant to applicable Canadian securities laws. The Offering is subject to the final approval of the TSX Venture Exchange (the "Exchange").

The gross proceeds from the issue and sale of the Flow-Through Shares will be used to incur exploration expenses that qualify as "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act, "flow-through mining expenditures" as defined in subsection 127(9) of the Tax Act for purposes of the mineral exploration tax credit, and for individual subscribers of BC Flow-Through Shares that are resident in British Columbia, "BC flow-through mining expenditures" as defined in subsection 4.721(1) of the Income Tax Act (British Columbia) (the "Qualifying Expenditures") on the Company's flagship Golddigger-Surebet Gold Project, located in British Columbia, Canada. Such expenses will be incurred on or before December 31, 2026, and renounced to the subscribers with an effective date no later than December 31, 2025.

The Company paid the Underwriters a cash commission of C\$1,578,243.55 (the "Cash Commission") and also granted the Underwriters 361,873 non-transferable broker warrants (the "Broker Warrants"). Each Broker Warrant entitles the holder thereof to acquire one common share of the Company (a "Broker Warrant Share") at a price of C\$3.22 for a period of 24 months following the date hereof. The Broker Warrants and the Broker Warrant Shares are subject to a hold period in Canada expiring four months and one day from the date hereof. For the avoidance of doubt, the Cash Commission was paid from the Company's cash on hand and not from the gross proceeds received by the Company under the Offering.

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 highly prospective 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, Global Commodity Group (Singapore), [McEwen Mining Inc.](#), Waratah Capital Advisors, Mr. Rob McEwen, 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 Offering (including the tax treatment of the Flow-Through Shares, the timing to incur and renounce all Qualifying Expenditures in favour of the subscribers, and the use of proceeds of the Offering), 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 news 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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