



Number: BC1193895

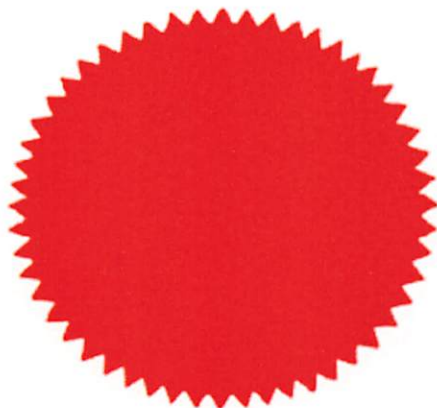
CERTIFICATE OF INCORPORATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that HEADWATER GOLD INC. was incorporated under the Business Corporations Act on January 14, 2019 at 02:37 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On January 14, 2019*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



ELECTRONIC CERTIFICATE