

Appendix C to National Instrument 41-101
General Prospectus Requirements

**Non-Issuer Form of Submission to
Jurisdiction and Appointment of
Agent for Service of Process**

1. Name of issuer (the “Issuer”):
Headwater Gold Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
British Columbia
3. Address of principal place of business of Issuer:
Suite 1100 – 595 Howe Street, Vancouver, British Columbia, V6C 2T5
4. Description of securities (the “Securities”):
Common shares
5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
May 26, 2021
6. Name of person filing this form (the “Filing Person”):
Caleb Norman Stroup
7. Filing Person’s relationship to Issuer:
President, Chief Executive Officer and Director
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
United States of America
9. Address of principal place of business of Filing Person:
420 Leventina Canyon Road, Reno, Nevada 89523
10. Name of agent for service of process (the “Agent”):
DuMoulin Black LLP
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Dated: May 31, 2021

"Caleb Stroup"

Signature of Filing Person

Caleb Norman Stroup

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Gregory Liller under the terms and conditions of the appointment of agent for service of process stated above.

Dated: May 31, 2021

"Dave Gunasekera"

Signature of Agent

Dave Gunasekera, Partner

Print name of person signing and, if Agent is not an individual, the title of the person