

Headwater Gold Inc. Files Final Prospectus

Vancouver, British Columbia, June 1, 2021: Headwater Gold Inc. (the "Company" or "Headwater") is pleased to announce that the Company has obtained the final receipt for its non-offering prospectus from the British Columbia Securities Commission on May 31, 2021. Headwater previously received conditional approval to list the Company's common shares (the "Common Shares") on the Canadian Securities Exchange (the "CSE"). Having filed the Final Prospectus, the Company expects to complete its listing and to have the Common Shares commence trading on the CSE within the next ten days under the symbol "HWG".

Caleb Stroup, President and CEO of Headwater Gold Inc., commented: "This milestone marks a moment we have been working towards for many months. On behalf of Headwater, I would like to thank our exceptional team, all of whom played a significant role in assembling our portfolio of high-quality 100% owned properties. I would also like to thank our shareholders whose vision and support has allowed us to bring the Company to this stage. We very much look forward to beginning the journey toward discovery and are happy to welcome new shareholders as trading commences in the near future".

About Headwater Gold Inc.

Headwater Gold Inc. is a technically-driven junior mineral exploration company focused on exploring for high-grade precious metal deposits in the Western USA. Headwater is actively exploring one of the most well-endowed and mining-friendly jurisdictions in the world with a goal of making world-class precious metal discoveries. Headwater has a large portfolio of epithermal vein exploration projects, and a technical team composed of experienced geologists with diverse capital markets, junior company, and major mining company experience.

Headwater is in the process of completing a direct listing on the Canadian Securities Exchange. The Company is well funded and plans an aggressive 2021 exploration season, with the intent to drill several of its 100% owned projects in Nevada, Idaho, and Oregon, including the Company's flagship Katey and Mahogany projects.

For more information, please visit the Company's website at www.headwatergold.com

On Behalf of the Board of Directors

"Caleb Stroup"

President & CEO

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Forward-Looking Statements:

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding future capital expenditures, anticipated content, commencement, and cost of exploration programs in respect of the Company's projects and mineral properties, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Company, including the Company's exploration plans, the proposed expenditures for exploration work thereon, the ability of the Company to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the Canadian Securities Exchange), permits or financing, changes in laws, regulations and policies affecting mining operations, the Company's limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading "Risk Factors" in the Company's prospectus dated May 26, 2021 and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR website at www.sedar.com.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update any of the forward-looking statements, except as otherwise required by law.