

**FORM 13-501F2**  
**CLASS 2 REPORTING ISSUERS – PARTICIPATION FEE**

**MANAGEMENT CERTIFICATION**

I, Sandra Wong, an officer of the reporting issuer noted below have examined this Form 13-501F2 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

Sandra Wong

June 28, 2021

Name: Sandra Wong

Date:

Title: Chief Financial Officer

**Reporting Issuer Name:** Headwater Gold Inc.

**End date of previous financial year:** February 28, 2021

Financial Statement Values:

(Use stated values from the audited financial statements of the reporting issuer as of the end of its previous financial year)

Retained earnings or deficit \$ 766,581.00 (A)

Contributed surplus \$ 323,079.00 (B)

Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes) \$ 7,367,202.00 (C)

Non-current borrowings (including the current portion) \$ 0.00 (D)

Finance leases (including the current portion) \$ 0.00 (E)

Non-controlling interest \$ 0.00 (F)

Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above) \$ 208,331.00 (G)

Any other item forming part of equity and not set out specifically above \$ -68,243.00 (H)

<b>Capitalization for the previous financial year</b> (Add items (A) through (H))	\$ <u>8,596,950.00</u>
<b>Participation Fee</b>	\$ <u>400.00</u>
<b>Late Fee, if applicable</b>	\$ <u>0.00</u>
<b>Total Fee Payable</b> (Participation Fee plus Late Fee)	\$ <u>400.00</u>