

---

## Headwater Gold Announces Date for Annual General Meeting and Adopts Advance Notice Provisions

**Vancouver, British Columbia, August 31, 2022:** Headwater Gold Inc. (CSE: HWG) (OTCQB: HWAUF) (the "Company" or "Headwater") announces that the Company will hold an annual general meeting of shareholders (the "Meeting") on Friday, September 30, 2022. The record date for the shareholders entitled to vote at the Meeting has been set as shareholders of record as at the close of business on August 23, 2022.

The Company further announces that the board of directors (the "Board") of the Company has approved an advance notice policy (the "Advance Notice Policy") on August 31, 2022 with effect as of such date. The Advance Notice Policy includes, among other things, a provision that requires advance notice be given to the Company in certain circumstances where nominations of persons for election to the Board are made by shareholders of the Company.

The Advance Notice Policy sets a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual general or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company. For purposes of the Meeting, in accordance with the terms of the Advance Notice Policy, the Board has determined that notice of nominations of persons for election to the Board at the Meeting must be made by August 31, 2022.

The full text of the Advance Notice Policy is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **About Headwater Gold:**

Headwater Gold Inc. (CSE: HWG, OTCQB: HWAUF) is a technically-driven mineral exploration company focused on the exploration and discovery of high-grade precious metal deposits in the Western USA. Headwater is aggressively 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 comprised of experienced geologists with diverse capital markets, junior company, and major mining company experience. The Company is systematically drill testing several projects in Nevada, Idaho, and Oregon.

For more information, please visit the Company's website at [www.headwatergold.com](http://www.headwatergold.com).

### **On Behalf of the Board of Directors**

Caleb Stroup  
President and CEO  
+1 (775) 409-3197  
[cstroup@headwatergold.com](mailto:cstroup@headwatergold.com)

For further information, please contact:

Brennan Zerby  
Investor Relations Manager  
+1 (778) 867-5016  
[bzerb@headwatergold.com](mailto:bzerb@headwatergold.com)

**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, risks related to the anticipated business plans and timing of future activities of the Company, including the Company's exploration plans and the proposed expenditures for exploration work thereon, the ability of the Company to obtain sufficient financing to fund its business activities and plans, the ability of the Company to obtain the required permits, 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](http://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.*