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NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of **Headwater Gold Inc.** (the “**Company**”) will be held on September 30, 2022 at 10:00 a.m. (Pacific time), at Suite 1210 – 1130 West Pender Street, Vancouver, British Columbia, for the following purposes:

1. To receive and consider the report of the directors, the Audited Annual Financial Statements of the Company for the financial years ended February 28, 2022 and February 28, 2021, the reports of the auditor thereon and the related Management’s Discussion and Analysis;
2. To fix the number of directors at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint Manning Elliott LLP as auditor of the Company for the ensuing year;
5. To ratify and approve the Company’s Stock Option Plan;
6. To consider, and if thought advisable, to approve an ordinary resolution ratifying, confirming and approving the Advance Notice Policy, as described in the accompanying Information Circular; and
7. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice, which contains details of matters to be considered at the Meeting. Copies of the Company’s Audited Annual Financial Statements for its financial years ended February 28, 2022 and February 28, 2021, the reports of the auditor thereon, and the related Management’s Discussion and Analysis are available under the Company’s SEDAR profile at www.sedar.com.

The Board of Directors (the “Board”) is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person. Shareholders should complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax to Endeavor Trust Corporation in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice by 10:00 a.m. (Pacific time) on Wednesday, September 28, 2022 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) to ensure that their shares will be voted at the Meeting by proxy. Only shareholders of record at the close of business on August 23, 2022 will be entitled to vote at the Meeting.

Unregistered (“beneficial”) shareholders must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are an unregistered (“beneficial”) shareholder.

Shareholders who wish to access the Meeting by videoconference can do so by emailing the Company at info@headwatergold.com and we will provide you with the url link.

DATED at Vancouver, British Columbia this 23rd day of August, 2022.

ON BEHALF OF THE BOARD

“Caleb Stroup”

Caleb Stroup

Chief Executive Officer