

Notice of Change of Auditor

March 12, 2024

Regulators Applicable to Issuer

Dear Sirs:

Re: Notice of Change of Auditor (the "Notice")

This Notice is made pursuant to Section 4.11 *Change of Auditor* of National Instrument 51-102 *Continuous Disclosure Obligations*.

At the request of Headwater Gold Inc. (the "Company"), Manning Elliott LLP, Chartered Professional Accountants has resigned its position as the auditor for the Company effective as of the date hereof. There have been no reportable disagreements between the Company and Manning Elliott LLP, Chartered Professional Accountants.

There have been no adverse or qualified opinions or denials of opinion or similar reservations contained in the Auditor's report on any financial information or financial statement of the Company in the two most recent completed fiscal years preceding the date of this notice.

The Company has appointed Davidson & Company LLP, Chartered Professional Accountants as the new auditor of the Company.

The termination of Manning Elliott LLP, Chartered Professional Accountants as the Company's auditor and the appointment of Davidson & Company LLP, Chartered Professional Accountants as the new auditor of the Company were approved by the Company's Board of Directors.

Dated at Vancouver, British Columbia, this 12th day of March, 2024.

Yours truly,

HEADWATER GOLD INC.

/s/ Philip Yee

Philip Yee
Chief Financial Officer