

Headwater Gold Announces Planned 2024 Drill Programs on Spring Peak and Lodestar Projects, Nevada

Vancouver, British Columbia, April 3, 2024: Headwater Gold Inc. (CSE: HWG) (OTCQB: HWAUF) (the "Company" or "Headwater") is pleased to announce the planned 2024 exploration activities on the Spring Peak and Lodestar projects under earn-in agreements (the "Earn-In Agreements" or "Agreements") with Newmont Corporation ("Newmont") (NYSE: NEM, TSX: NGT, ASX: NEM, PNGX: NEM) announced on August 16, 2022 and May 9, 2023.

Highlights:

- Headwater and Newmont have agreed upon proposed 2024 exploration activities at the Spring Peak and Lodestar projects targeting high-grade gold mineralization in epithermal veins;
- Exploration activities are currently expected to include up to 7,000 metres of drilling at Spring Peak and up to 3,500 metres of drilling at Lodestar;
- Further exploration activities including geophysics, additional geological mapping and environmental baseline surveys are currently planned across both project areas;
- Drilling is estimated to commence at Spring Peak in early summer 2024 and at Lodestar in the fall of 2024;
- As the current operator, Headwater will earn a 10% management fee on earn-in exploration expenditures; and
- Discussions are underway regarding potential work plans across the remainder of the Newmont earn-in project portfolio.

Caleb Stroup, the President and CEO of the Company, states: *"We are very excited to announce plans for another busy year of drilling funded by our earn-in partner, Newmont. The Company is pleased to see Newmont's commitment to further test our vision for Tier 1 potential at the Spring Peak and Lodestar gold projects. This year's drilling will cover an expanded land position and footprint of exploration in the district. In addition to the ongoing step-out drilling at the Disco Zone high-grade discovery, we will be devoting a significant proportion of our proposed drilling activity to new areas, including targets on the recently acquired private lands at Spring Peak and an exciting first test of the Zodiac sinter target at Lodestar. Our understanding of this mineralized system has grown significantly over the last two years of drilling and our team is very excited to apply that knowledge at a district scale. Our partnership with Newmont offers shareholders a rare opportunity to gain exposure to a substantial amount of partner-funded greenfields exploration in a tier-one jurisdiction, in addition to pure upside from our 100% owned and operated exploration projects while minimizing dilution at the corporate level."*

About the Spring Peak Project:

The Spring Peak project is located in the Aurora Mining District in the Walker Lane belt, west-central Nevada, approximately 50 km southwest of the town of Hawthorne. The project adjoins Hecla Mining Company's ("Hecla", NYSE: HL) past-producing Aurora Mine complex where existing infrastructure includes a 350 ton per day mill, several production water wells and high-voltage three-phase power.

A multi-rig drill program totaling up to approximately 7,000 metres over 20 to 25 holes is scheduled to begin in early summer 2024. The primary objective of the drill program will be to test for extensions of mineralization along the Bear Fault corridor which hosts high-grade mineralization at the Disco Zone discovery. Targets along strike, down dip and in the hanging wall of the Bear Fault will be drill tested.

The Disco Zone is a mineralized corridor which hosts a series of high-grade epithermal veins at depth discovered by Headwater in 2022 by drilling beneath a thick accumulation of silica sinter at surface. Drilling at the Disco Zone intercepted multiple discrete mineralized veins (Table 1). The highest-grade gold encountered to date at the Spring Peak project is in drill hole SP22-13 which intersected two individual veins assaying 15.92 g/t Au over 2.38 m and 10.43 g/t Au over 2.01 m. The highest individual assay returned 69.6 g/t Au over 0.34 m. These intervals are part of a broader zone which assayed 2.73 g/t Au over 34.72 m.

A further objective of the 2024 drill program will be to test multiple new targets across the property package with initial scout drilling, including targets on newly acquired private lands which have no prior drilling. Drilling is authorized for 2024 under an existing drill permit and an expanded Plan of Operations permit has been submitted to the United States Forest Service which is projected to be approved for the 2025 drilling season.

Table 1: Select Previously Released Results from Headwater's Spring Peak Drilling¹

Hole ID	Type	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t)	Az	Inc	TD (m)	Comments
SP22-11	RC	105.16	117.35	12.19	1.15	3.79	330	-62	237.74	Disco Zone hanging wall
<i>including</i>	RC	111.25	112.78	1.53	6.58	18.44				
<i>and</i>	DD	185.38	226.01	40.63	1.86	18.63				
<i>including</i>	DD	197.39	198.18	0.79	7.37	55.81				
<i>including</i>	DD	208.33	208.91	0.58	43.70	351.00				
SP22-13	DD	256.12	290.84	34.72	2.73	18.38	330	-72	315.47	Disco Zone. True thickness is estimated at 60%. Highest individual sample 69.6 g/t Au over 0.34 m from 275.90 m to 276.24 m
<i>including</i>	DD	262.46	264.47	2.01	10.43	55.35				
<i>including</i>	DD	275.26	277.64	2.38	15.92	90.83				
SP23-17	RC	108.20	135.64	27.44	0.95	9.87	014	-73	376.52	Disco Zone hanging wall
<i>and</i>	DD	267.13	270.05	2.92	3.92	3.93				
<i>including</i>	DD	267.74	268.53	0.79	9.10	6.38				
<i>and</i>	DD	310.59	331.01	20.42	2.59	15.16				
<i>including</i>	DD	312.12	313.33	1.21	13.0	105.4				
<i>including</i>	DD	327.90	331.01	3.11	9.0	43.2				
SP23-31	DD	208.79	248.87	40.08	1.51	14.87	359	-63	253.0	Disco Zone. True thickness is estimated at 60%. Highest individual sample 17.60 g/t Au over 0.76 m from 234.39 to 235.15 m
<i>including</i>	DD	226.16	235.92	9.76	4.55	40.36				
SP23-32	DD	182.27	222.08	39.81	1.93	19.65	354	-56	243.2	Disco Zone. True thickness is estimated at 70%. Highest individual sample 15.00 g/t Au over 0.77 m from 206.04 to 206.81 m
<i>including</i>	DD	206.04	217.47	11.43	4.60	37.94				

¹Reported grades were calculated using a 0.2 g/t cut-off grade for primary intervals and a 2 g/t cut-off grade for included intervals. Intervals correspond to downhole drilled thickness. Unless otherwise stated in the "Comments" section, insufficient information is available to determine true thickness of mineralized intervals.

Headwater holds an option to acquire a 100% undivided interest in the Spring Peak project from Orogen Royalties (TSXV: OGN), subject to retained royalties and subject to Newmont's option to acquire up to 75% of the project following certain expenditures and preparation of a Pre-Feasibility Study within a designated time frame.

For more information on the Spring Peak project refer to the [news release](#) dated February 13, 2024.

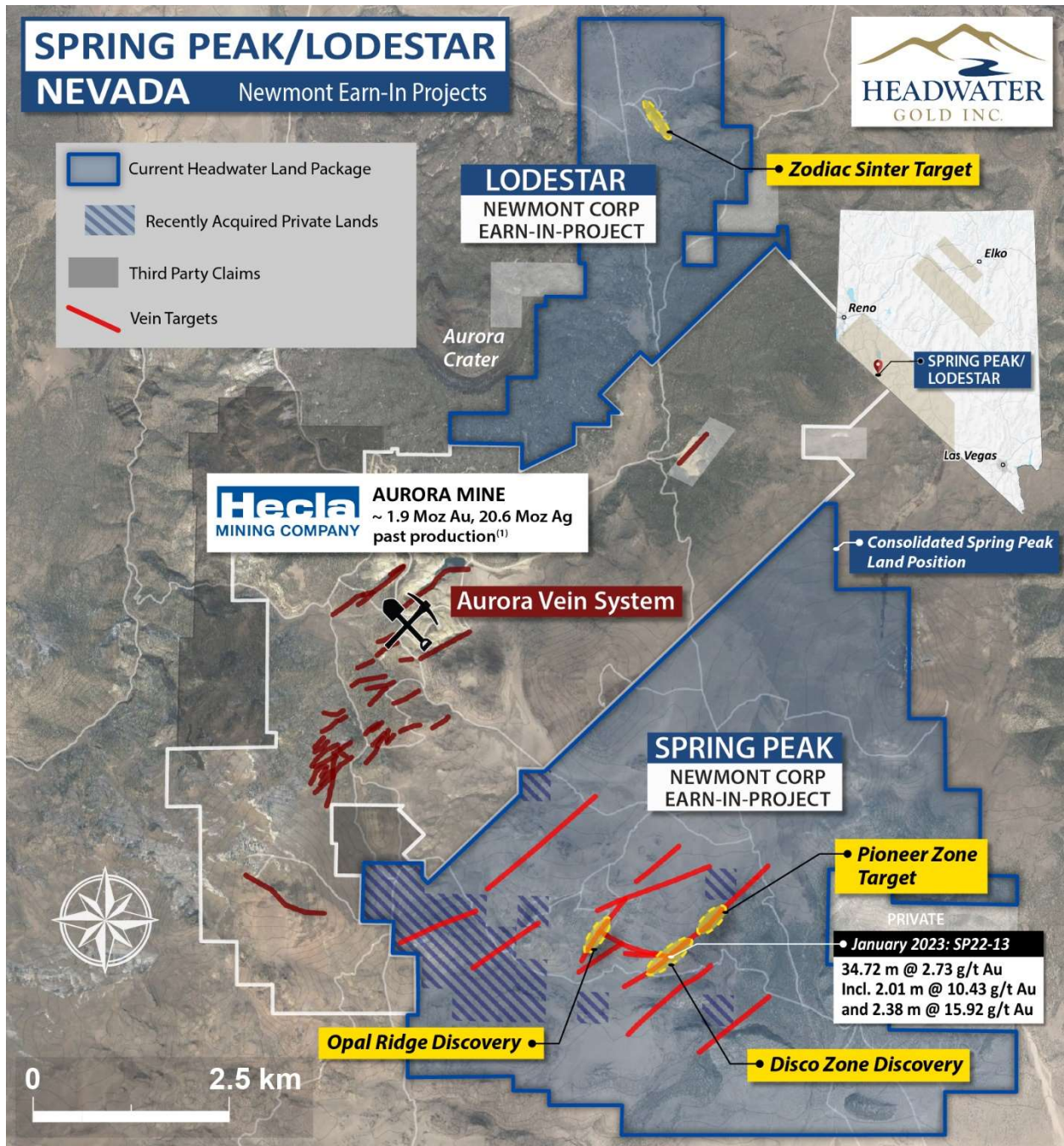


Figure 1: Map of Spring Peak and Lodestar land positions showing location of main target areas tested during the 2023 drill program.

About the Lodestar Project:

The Lodestar project is located approximately 10 kilometres north of the Company's Spring Peak project in the Aurora Mining District in the Walker Lane belt, west-central Nevada and adjoins Hecla's past-producing Aurora mine complex where existing infrastructure includes a 350 ton per day mill, several production water wells and high-voltage three-phase power.

A multi-rig drill program totaling up to approximately 3,500 metres over 10 to 15 holes is currently scheduled to begin in the fall of 2024. The primary objective of the drill program will be to test for high-grade precious metals in steeply dipping feeder structures under the Zodiac sinter target. The Zodiac target consists of a prominent silicified and brecciated ridgeline capped by a silica sinter similar in character to the sinter exposed above the Disco Zone discovery at the Company's Spring Peak project. Additional scout drill holes are planned to test under-cover geophysical targets adjacent to the Zodiac target, beneath a thin veneer of post-mineral basalt. A drilling permit application has been submitted to the United States Forest Service for the 2024 drill program. Authorization of drilling activities under this permit is anticipated in Q3 2024.

Headwater holds an option to acquire a 100% undivided interest in the Lodestar project from a private vendor, subject to retained royalties and Newmont's option to acquire up to 75% of the project following certain expenditures and preparation of a Pre-Feasibility Study within a designated time frame.

For more information on the Lodestar project refer to the [news release](#) dated March 7, 2023.

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 of experienced geologists with diverse capital markets, junior and major mining company backgrounds. The Company is systematically drill testing several projects in Nevada and in August 2022 and May 2023 announced significant transactions with Newmont where it acquired a 9.9% strategic equity interest in the Company and entered into earn-in agreements on several of Headwater's projects.

Headwater is part of the NewQuest Capital Group which is a discovery-driven investment enterprise that builds value through the incubation and financing of mineral projects and companies. Further information about NewQuest can be found on the company website at www.nqcapitalgroup.com.

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

On Behalf of the Board of Directors

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

For further information, please contact:

Brennan Zerb
Investor Relations Manager
+1 (778) 867-5016
bzerb@headwatergold.com

Qualified Person:

The technical information contained in this news release has been reviewed and approved by Scott Close, P. Geo (158157), a "Qualified Person" ("QP") as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

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, exploration activities and the specifications, targets, results, analyses, interpretations, benefits, costs and timing of them, Newmont's anticipated funding of the earn-in projects and the timing thereof, 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 risk that Newmont will not elect to obtain any additional interest in the earn-in projects in excess of the minimum commitment, 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.

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.