



HEADWATER EXPLORATION INC.



Stock Exchange Tower
1230, 300 5th Ave SW
Calgary, AB T2P 3C4

Form of Proxy – Annual and Special Meeting to be held on Thursday, May 13, 2021

Appointment of Proxyholder

I/We being the undersigned holder(s) of Headwater Exploration Inc. ("Headwater") hereby appoint **Neil Roszell, Chairman and Chief Executive Officer of Headwater** or failing this person, **Jason Jaskela, President and Chief Operating Officer of Headwater**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of Headwater Exploration Inc. to be held at the offices of Burnet, Duckworth & Palmer LLP, located at 2400, 525 – 8th Avenue SW, Calgary, Alberta at 10:00 a.m. (Mountain Time) or at any adjournment thereof.

	For	Withhold		For	Withhold		For	Withhold
1. Election of Directors.								
a. Neil Roszell	<input type="checkbox"/>	<input type="checkbox"/>	b. Jason Jaskela	<input type="checkbox"/>	<input type="checkbox"/>	c. Chandra Henry	<input type="checkbox"/>	<input type="checkbox"/>
d. Phillip R. Knoll	<input type="checkbox"/>	<input type="checkbox"/>	e. Stephen Larke	<input type="checkbox"/>	<input type="checkbox"/>	f. Kevin Olson	<input type="checkbox"/>	<input type="checkbox"/>
g. David Pearce	<input type="checkbox"/>	<input type="checkbox"/>	h. Kam Sandhar	<input type="checkbox"/>	<input type="checkbox"/>	i. Sarah Walters	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to Amend the Articles. To consider and, if thought appropriate, to pass a special resolution approving an amendment to the articles of Headwater to increase the maximum number of directors to thirteen (13).							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. The appointment of KPMG LLP, Chartered Professional Accountants, as auditors of Headwater for the ensuing year, and authorizing the directors of Headwater to fix their remuneration.							For	Withhold
							<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

_____ / / _____
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management’s Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **DECLINE** to receive the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail.

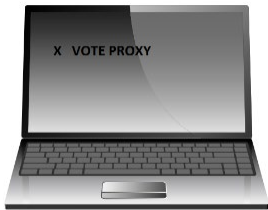
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 a.m., Mountain Time, on May 11, 2021.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly, or, if such instructions are not made in respect of any matter, this proxy will be voted as recommended by Management.
6. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
7. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com

Shareholder Address and Control Number Here

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.