

HEADWATER EXPLORATION INC.

WHISTLEBLOWER PROGRAM

A. Purpose

Headwater Exploration Inc. ("**Headwater**") is committed to the highest standards of openness, honesty and accountability. The integrity of the financial and other information of Headwater is vital as it guides the decisions of the Board of Directors of Headwater ("**Board of Directors**") and is relied upon by our shareholders, financial markets and other stakeholders.

For these reasons Headwater must cultivate an environment where individuals can confidentially and anonymously report complaints and concerns regarding accounting, internal controls or auditing matters without the fear of victimization, discrimination or disadvantage. This requires a program by which the appropriate body can receive, retain and investigate all reports of complaints and concerns regarding accounting, internal controls, auditing matters and matters set forth in Headwater's Code of Business Conduct and Ethics.

B. Whistleblower Protection

The Whistleblower Program (this "**program**") is established for employees, management, officers, directors, contractors, consultants, vendors, customers and committee members of Headwater.

C. Reportable Conduct

This program is designed to encourage the reporting of complaints and concerns regarding accounting, internal controls or auditing matters, including, but not limited to:

- suspect, questionable, unethical, and unlawful accounting and auditing policy, practices or procedures;
- intentional breach of or failure to implement accounting and auditing policy, practices or procedures approved by the Board of Directors;
- inadequate internal controls;
- the misleading or coercion of auditors;
- suspected violations of Headwater's Code of Business Conduct and Ethics;
- disclosure of fraudulent or misleading financial information;
- instances of corporate fraud;
- actions that are unlawful; and
- actions that otherwise amount to serious improper conduct.

D. Who is protected?

Any person who makes a disclosure or raises a concern under this program will be protected if the person:

- discloses the information in good faith;
- believes it to be substantially true;
- does not act maliciously or make false allegations; and
- does not seek any personal or financial gain.

E. Reporting a Complaint

Complainants can be anonymously reported via email or post. In instances where a satisfactory response is not received from your immediate supervisor, or if you are uncomfortable addressing your concerns to your supervisor any senior officer of Headwater may be contacted.

In instances where a satisfactory response is not received from such senior officer, or if you are uncomfortable addressing your concerns to a senior officer, the Chair of the Audit Committee (the "**Committee**") of Headwater may be contacted by mail or email as follows:

Suite 701, 421 - 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Chandra Henry
Private and Confidential

Email: chenry@headwaterexp.com

Employees and consultants are encouraged to provide as much specific information as possible including names, dates, places and events that took place, the employee's or consultant's perception of why the incident(s) may be a violation, and what action the employee or consultant recommends be taken.

F. Investigating a Report

Headwater will respond positively to concerns raised hereunder. Reporting parties should not forget that investigating your concerns is not the same as either accepting or rejecting them.

Where appropriate, the matters raised may:

- be investigated by management, the Committee, Headwater's auditors or legal counsel;
- be referred to the police;
- be referred to the external auditor; or
- form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries may be made to determine whether an investigation is appropriate and, if so, what form it should take.

The overriding principle which Headwater will have in mind is the best interests of Headwater and its shareholders.

Some concerns may be resolved by agreed action without the need for further investigation or action. If urgent action is required, it may be taken before an investigation is completed.

The amount of contact between the investigating body considering the issues and the reporting party will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, Headwater will seek further information from the reporting party.

Headwater will take steps to minimize any difficulties which the reporting party may experience as a result of raising a concern. For instance, if the reporting party is required to give evidence in criminal or disciplinary proceedings, Headwater will arrange for the reporting party to receive advice about the procedure.

In determining what further actions to take, considerations include, but are not limited to:

- the alleged wrongdoer;
- seriousness of the allegation;
- credibility of the allegation; and
- urgency of an investigation and resolution.

G. Confidentiality

The investigating body will respect the confidentiality of any reporting party who so requests, but can only do so to the extent permitted by the law. However, it must be appreciated that it will be easier to follow up and to verify complaints if the reporting party is prepared to give his or her name.

H. Victimization, Discrimination and Harassment

Headwater will not tolerate any attempts, to any degree, on the part of anyone to sanction or detriment in any way a reporting party who reported a complaint or concern in good faith. Any such attempt should be reported immediately to a senior officer of Headwater or the Chair of the Committee.

I. Records

The Committee shall retain for a period of three (3) years all records relating to reports submitted under this program.