

HEADWATER EXPLORATION INC.

ANNUAL MEETING OF SHAREHOLDERS NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Headwater Exploration Inc. ("**Headwater**") has decided to use the notice-and-access model for delivery of meeting materials to its beneficial holders ("**Beneficial Shareholders**") of common shares ("**Common Shares**") for the annual meeting (the "**Meeting**") of holders of Common Shares which will be held on Thursday, May 11, 2023 at 3:00 p.m. (Calgary time) at the offices of Burnet, Duckworth & Palmer LLP, 2400 – 525 8th Avenue S.W., Calgary, Alberta, T2P 1G1.

NOTICE-AND-ACCESS

Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of annual meeting and management information circular of Headwater dated March 27, 2023 ("**Information Circular**") and Headwater's financial statements and related management's discussion and analysis for Headwater's most recently completed financial year end ("**Financial Information**"), Beneficial Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

Headwater has also elected to use procedures known as "stratification" in relation to Headwater's use of the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of Financial Information, to registered holders ("**Registered Shareholders**") of Common Shares together with a notice of a meeting of its Registered Shareholders. In relation to the Meeting, Registered Shareholders will receive a paper copy of the notice of the Meeting, the Information Circular and a form of proxy, whereas all Beneficial Shareholders will receive this notice containing information prescribed by the Notice-and-Access Provisions and the accompanying voting instruction form. Headwater intends to pay for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders. Furthermore, a paper copy of the Financial Information in respect of Headwater's most recently completed financial year has been mailed to those Registered Shareholders and Beneficial Shareholders who previously requested to receive such information.

MEETING DATE AND LOCATION:

WHEN: Thursday, May 11, 2023 at 3:00 p.m. (Calgary time)

WHERE: Burnet, Duckworth & Palmer LLP, 2400 – 525 8th Avenue S.W., Calgary, Alberta, T2P 1G1

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, Headwater shareholders will receive and be able to consider Headwater's audited financial statements for the fiscal year ended December 31, 2022, together with the report of the auditors thereon.

Election of Directors: Shareholders will be asked to elect ten (10) directors for the ensuing year. Information respecting the election of directors may be found in the "*Business of the Meeting – Election of Directors*" section of the Information Circular.

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP as Headwater's auditor for the ensuing year, and authorize Headwater's directors to fix the auditor's remuneration. Information respecting the appointment of KPMG LLP may be found in the "*Business of the Meeting – Appointment of Auditors*" section of the Information Circular.

Advisory Vote on Executive Compensation: Shareholders will be asked to consider, on an advisory non-binding basis, the acceptance of Headwater's approach to executive compensation. Information respecting the non-binding advisory vote on Headwater's approach to executive compensation may be found in the "*Business of the Meeting – Advisory Vote on Executive Compensation*" section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the "*Other Matters*" section of the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online at www.sedar.com or at the following internet address:

<https://headwaterexp.com/financial-reports/>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular and/or Financial Information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:
<https://headwaterexp.com/financial-reports/>;
- Calling Headwater at 1-888-429-4511 (toll free in Canada and United States); or
- Sending an email to info@headwaterexp.com.

Requests should be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying voting instruction form in order to receive the meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this Notice-and-Access Notification and a voting instruction form. Furthermore, a paper copy of the Financial Information will be mailed to Registered Shareholders but not to Beneficial Shareholders.

Shareholders with questions about notice-and-access may contact Odyssey Trust Company, in its capacity as registrar and transfer agent for Headwater, at 1-888-290-1175 (toll free in Canada and United States).

VOTING

Beneficial Shareholders are asked to return their voting instruction forms using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying voting instruction form:

- INTERNET: www.proxyvote.com and insert the 16 digit control number
- TELEPHONE: 1-800-474-7493 (English)
 1-800-474-7501 (French)
 1-800-454-8683 (U.S. Shareholders)
- MAIL: DATA PROCESSING CENTRE
 P.O. BOX 3700, STN INDUSTRIAL PARK
 MARKHAM, ON L3R 9Z9 CANADA

Shareholders with questions about notice-and-access can call toll free at 1-855-887-2244.

Beneficial Shareholders who have not duly appointed themselves as proxyholders will not be able to attend, participate in or vote at the Meeting. Beneficial Shareholders who wish to appoint third party proxyholders to represent them at the Meeting (including Beneficial Shareholders who wish to appoint themselves as proxyholders to attend, participate in or vote at the Meeting) **MUST** submit their duly completed voting instruction forms **AND** register their proxyholders by no later than 3:00 p.m. (Calgary time) on Tuesday, May 9, 2023.

For more information on how to attend, participate in and vote at the Meeting, how to deposit a voting instruction form and how to appoint and register a proxyholder, please refer to the "*Voting Matters – Solicitation of Proxies*" section of the Information Circular.

Please Note: If you request a paper copy of the meeting materials, you will not receive a new voting instruction form, so you should retain the voting instruction form accompanying this Notice-and-Access Notification in order to vote.