



**May 11, 2026**

**HEADWATER EXPLORATION INC. RECEIVES TORONTO STOCK EXCHANGE APPROVAL FOR RENEWAL OF NORMAL COURSE ISSUER BID**

CALGARY, ALBERTA – Headwater Exploration Inc. (the "**Company**" or "**Headwater**") (**TSX:HWX**) is pleased to announce that the Toronto Stock Exchange ("**TSX**") has granted approval for Headwater to commence a normal course issuer bid (the "**NCIB**").

Under the NCIB, Headwater may purchase for cancellation up to 22,287,602 common shares (the "**Shares**") of Headwater, representing approximately 10% of its 237,762,877 issued and outstanding Shares as at April 30, 2026 less Shares held by directors, executive officers and principal securityholders (holders holding greater than 10% of the issued and outstanding Shares) of the Company. The total number of Shares that Headwater is permitted to purchase is subject to a daily purchase limit of 216,643 Shares, representing 25% of the average daily trading volume of 866,572 Shares on the TSX calculated for the six-month period ended April 30, 2026; however, Headwater may make one block purchase per calendar week which exceeds the daily repurchase restrictions.

The NCIB is expected to commence on May 13, 2026 and will terminate on the earlier of: (i) the date on which the issuer has acquired all Shares sought pursuant to the NCIB; or (ii) to May 12, 2027 unless earlier terminated at the option of the Company, upon prior notice being given to the TSX. The Shares will be purchased on behalf of Headwater by a registered broker through the facilities of the TSX and through other alternative Canadian trading platforms at the prevailing market price at the time of such transaction.

Under its current normal course issuer bid that commenced on May 6, 2025 and expired May 5, 2026, the Company sought and obtained approval from the TSX to purchase up to 19,020,755 Shares (the "**Prior NCIB**"). Headwater has purchased an aggregate of 1,047,100 Shares under the Prior NCIB at a weighted average price of \$7.30 per Share through market purchases on the TSX and Canadian alternative trading platforms.

The Company has, in connection with the NCIB, entered into an automatic share purchase plan with a broker to enable the Company to provide standard instructions and purchase Shares on the open market during self-imposed blackout periods. Outside of these blackout periods, Shares may be purchased under the NCIB in accordance with management's discretion.

Headwater believes that, from time to time, the market price of the Shares may not fully reflect the underlying value of the Shares and at such times the purchase of Shares would be in the best interests of the Company. As a result of such purchases, the number of issued Shares will be decreased and, consequently, the proportionate share interest of all remaining Shareholders will be increased on a pro rata basis.

The actual number of Shares purchased under the NCIB, the timing of purchases, and the price at which the Shares will be purchased, will depend on future market conditions. All Shares acquired under the NCIB will be cancelled. A copy of the Form 12 *Notice of Intention to Make a Normal Course Issuer Bid* filed by Headwater with the TSX can be obtained from the Company upon request without charge.

FOR FURTHER INFORMATION PLEASE CONTACT:

HEADWATER EXPLORATION INC.  
Mr. Neil Roszell, P. Eng.  
Executive Chairman

HEADWATER EXPLORATION INC.  
Mr. Jason Jaskela, P.Eng.  
President and Chief Executive Officer

HEADWATER EXPLORATION INC.

Ms. Ali Horvath, CPA, CA  
Chief Financial Officer

*FORWARD LOOKING STATEMENTS: This press release contains forward-looking statements. The use of any of the words "plan", "expect", "intend", "believe", "should", "anticipate" or other similar words, or statements that certain events or conditions "may" or "will" occur are intended to identify forward-looking statements. These statements are only predictions and actual events or results may differ materially. Many factors could cause Headwater's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, Headwater. In particular, forward-looking statements contained in this document include, but are not limited to, statements with respect to the anticipated advantages to shareholders of the NCIB and that Shares purchased under the NCIB will be cancelled. These forward-looking statements are subject to numerous risks and uncertainties, including but not limited to, the risk that the anticipated benefits of the NCIB may not be achieved. Readers are cautioned that the foregoing list of factors is not exhaustive. Although the forward-looking statements contained in this document are based upon assumptions which Management of Headwater believes to be reasonable, Headwater cannot assure investors that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this document, Headwater has made assumptions regarding, among other things, the ability of Headwater to achieve the benefits of the NCIB. These forward-looking statements are made as of the date of this document and Headwater disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.*

*The actual number of Shares that will be repurchased under the NCIB, and the timing of any such purchases, will be determined by the Company on management's discretion, subject to applicable securities laws. There cannot be any assurances as to how many Shares, if any, will ultimately be acquired by the Company.*