

Base Shelf Prospectus

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus is a base shelf prospectus. This short form prospectus has been filed under legislation in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

This short form prospectus constitutes a public offering of the securities only in those jurisdictions where such securities may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. The securities to be offered hereunder have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any of the securities laws of any state of the United States and may not be offered or sold or otherwise disposed of in the United States or to or for the account of U.S. Persons absent registration or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Unless otherwise specified in the applicable prospectus supplement, this short form prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of Highwood Asset Management Ltd. at the head office located at Suite 202, 221 - 10th Avenue SE, Calgary, Alberta, T2G 0V9, Telephone: (403) 719-0499, and are also available electronically at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

New Issue

December 19, 2022



\$70,000,000
Common Shares
Preferred Shares
Debt Securities
Subscription Receipts
Warrants
Share Purchase Contracts
Units

Highwood Asset Management Ltd. (the "**Corporation**", "**Highwood**", "**we**", "**us**" or "**our**") may from time to time, during the 25-month period that this short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") remains valid, offer and sell or otherwise distribute: (i) common shares in the capital of the Corporation (the "**Common Shares**"); (ii) preferred shares in series in the capital of the Corporation (the "**Preferred Shares**"); (iii) bonds, debentures, notes or other evidences of indebtedness of any kind, nature or description of the Corporation (the "**Debt Securities**"); (iv) subscription receipts of the Corporation (the "**Subscription Receipts**"); (v) warrants of the Corporation ("**Warrants**"); (vi) share purchase contracts of the Corporation (the "**Share Purchase Contracts**") and/or (vii) units comprised of one or more of the other securities described in this Prospectus in any combination ("**Units**" and, together with the Common Shares, Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Share Purchase Contracts, the "**Securities**") in an aggregate offering amount of up to \$70,000,000 (or the equivalent in other currencies based on the applicable exchange rate at the time of the offering). The

aggregate initial offering price shall be calculated, in the case of interest bearing Debt Securities, on the basis of the principal amount of Debt Securities issued, and, in the case of non-interest bearing Debt Securities, on the basis of the gross proceeds received by the Corporation from the particular offering.

Securities may be distributed in one or more transactions, separately or together, in amounts, at a fixed price or prices or at non-fixed prices and on such terms and conditions as may be determined from time to time depending on, among other things, the Corporation's financing requirements, market conditions at the time of sale and other factors. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution. If Securities are offered on a non-fixed price basis, the underwriters', dealers' or agents', as applicable, compensation will be increased or decreased by the amount by which the aggregate price paid for Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriters, dealers or agents to us. See "Plan of Distribution".

The Corporation will provide the specific terms of the Securities with respect to a particular offering and all shelf information permitted under applicable laws to be omitted from this Prospectus in one or more prospectus supplements (each, a "**Prospectus Supplement**") that will be delivered to prospective purchasers together with this Prospectus to the extent required by applicable laws. Each Prospectus Supplement will be deemed to be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the offering of Securities to which the Prospectus Supplement pertains.

Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to such Securities will be included in the Prospectus Supplement describing such Securities. The Corporation may also include in a Prospectus Supplement specific terms pertaining to the Securities which are not within the options and parameters set forth in this Prospectus.

We will file an undertaking with the applicable securities regulatory authorities that we will not distribute Debt Securities, Subscription Receipts, Warrants and Share Purchase Contracts and/or Units, as the case may be, that, at the time of distribution, are considered to be novel specified derivatives or asset-backed securities without pre-clearing with the applicable regulator the disclosure to be contained in the Prospectus Supplement pertaining to the distribution of the novel specified derivatives or asset-backed securities.

Prospective purchasers should be aware that the purchase of Securities may have tax consequences, which may not be fully described in this Prospectus or in any Prospectus Supplement. Prospective purchasers should read the tax discussion, if any, in the applicable Prospectus Supplement and consult with an independent tax advisor.

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such Securities. The Corporation may offer and sell Securities to or through underwriters or dealers and also may offer and sell certain Securities directly to other purchasers or through agents. A Prospectus Supplement relating to each issue of Securities offered thereby will set forth the names of any underwriters, dealers or agents involved in the sale of such Securities, the terms of engagement and the compensation of any such underwriters, dealers or agents.

To the extent permitted by applicable law in connection with any offering of Securities (unless otherwise specified in a Prospectus Supplement), any underwriters, dealers or agents, when purchasing as principal, may over-allot or effect transactions intended to fix or stabilize or maintain the market price of the Securities at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be interrupted or discontinued at any time. See "Plan of Distribution".

No underwriter, dealer or agent has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

Any offering of Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units will be a new issue of securities. The issued and outstanding Common Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "HAM" and on the Open Market of the Frankfurt Stock Exchange under the trading symbol "7PD0". On December 16, 2022, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$9.00. **Unless otherwise specifically stated in the applicable Prospectus Supplement, there is no market through which the Securities, other than the Common Shares, may be sold and purchasers may not be able to resell such securities purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units in the secondary market (if any), the transparency and availability of trading prices (if any), the liquidity of the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units (if any), and the extent of issuer regulation. See "Risk Factors".**

Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units will not be listed on any securities exchange.

The distribution of Securities hereunder is subject to approval of certain legal matters on behalf of the Corporation by DLA Piper (Canada) LLP.

The Corporation's head office is located at 202, 221 – 10th Avenue S.E., Calgary, Alberta, T2G 0V9 and its registered office is located at 1000, 250 – 2nd Street SW, Calgary, Alberta, T2P 0C1.

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NOTICE TO PURCHASERS

Prospective purchasers should rely only on the information contained in: (a) this Prospectus and any applicable Prospectus Supplement; and (b) any documents incorporated by reference in this Prospectus or in any applicable Prospectus Supplement. The Corporation has not authorized anyone to provide prospective purchasers with different or additional information. If anyone provides prospective purchasers with any different or inconsistent information, prospective purchasers should not rely on it. Prospective purchasers should bear in mind that the information contained in, or incorporated by reference in, this Prospectus is made as of the date hereof or the date of such documents incorporated by reference, respectively, and such information may be amended, supplemented or updated, as may be required by applicable securities laws, by the subsequent filing of additional documents deemed by applicable securities laws to be, or otherwise incorporated by reference into this Prospectus, any Prospectus Supplement and by any subsequently filed prospectus amendments, if any. This Prospectus constitutes a public offering of Securities only in those jurisdictions where they may be lawfully distributed and therein only by persons permitted to distribute such Securities. The Corporation is not making any offer of Securities in any jurisdiction where the offer is not permitted by law.

In this Prospectus, unless otherwise indicated, all references to \$ are to Canadian dollars and all references to US\$ are to United States dollars. Unless otherwise indicated, all financial information included or incorporated by reference in this Prospectus and any applicable Prospectus Supplement has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board, which are also generally accepted accounting principles ("**GAAP**") for publicly accountable enterprises in Canada.

The Corporation may, from time to time, sell any combination of the Securities described in this Prospectus in one or more offerings up to an aggregate offering amount of \$70,000,000 (or the equivalent in other currencies based on the applicable exchange rate at the time of the offering). This Prospectus provides prospective purchasers with a general description of the Securities that the Corporation may offer. Each time the Corporation distributes Securities under this Prospectus, the Corporation will provide a prospective purchaser with a Prospectus Supplement that will contain specific information about the terms of that offering of Securities. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before a purchaser makes a decision to purchase Securities, the prospective purchaser should read this Prospectus, any applicable Prospectus Supplement, together with the documents incorporated by reference in this Prospectus and any applicable Prospectus Supplement.

Information on or connected to the Corporation's website, even if referred to in a document incorporated by reference herein, does not constitute part of this Prospectus.

GLOSSARY AND ABBREVIATIONS

In this Prospectus, unless otherwise indicated or the context otherwise requires, the following terms and abbreviations shall have the indicated meanings. This is not an exhaustive list of defined terms used in this Prospectus and additional terms are defined throughout:

"2022 Information Circular" means the management information circular of the Corporation dated May 25, 2022 relating to the annual and special meeting of shareholders of the Corporation held on June 29, 2022;

"ABCA" means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9, as amended, including the regulations promulgated thereunder;

"AER" means the Alberta Energy Regulator;

"Amalgamation" means the amalgamation under the ABCA, pursuant to an amalgamation agreement dated December 20, 2018 between Predecessor Highwood and PBC, whereby each PBC Share was

exchanged at a ratio of 53:1 Common Share and each Predecessor Highwood Share was exchanged for one Common Share at a deemed price of \$9.00 per Common Share;

"Annual Information Form" means the annual information form of the Corporation for the year ended December 31, 2021;

"Annual Financial Statements" means the audited consolidated financial statements of the Corporation as at and for the year ended December 31, 2021, together with the notes thereto and the auditor's report thereon;

"Annual MD&A" means the management's discussion and analysis of the Corporation for the year ended December 31, 2021;

"bbl/d" means barrels per day;

"Board" means the board of directors of the Corporation;

"Capital Pool Company" or "CPC" means a company:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Policy 2.4; and
- (b) in regard to which a final bulletin has not yet been issued by the TSXV.

"Common Shares" means the common shares in the capital of the Corporation;

"Corporation" or "Highwood" means Highwood Asset Management Ltd.;

"Credit Facility" means the Corporation's \$2.92 million operating facility entered into on December 7, 2021 pursuant to a Third Amended and Restated Credit Agreement as further amended by a First Amending Agreement entered into on August 31, 2022 with the lenders thereunder;

"February 2022 Technical Report" means the technical report titled "National Instrument 43-101 Technical Report, Initial Inferred Lithium-Brine Resource Estimations for Highwood Asset Management Ltd.'s Drumheller Property in South-Central Alberta, Canada" dated February 21, 2022, with an effective date of February 21, 2022, prepared by D. Roy Eccles, M.Sc., P.Geo. (Senior Consulting Geologist and Chief Operations Officer, APEX Geoscience Ltd.), James (Jim) Touw, B.Sc., P.Geo. (Senior Hydrogeologist, Hydrogeological Consultants Ltd.), and Charles R. Edwards, M.Sc., P.Eng. (Principal, Chuck Edwards Extractive Metallurgy Consulting);

"GAAP" means generally accepted accounting principles in Canada, which for Canadian reporting issuers is IFRS, as in effect from time to time;

"Gambit" means Gambit Oil Corp., a company previously existing under the ABCA;

"IFRS" means International Financial Reporting Standards as issued by the International Accounting Standards Board, as adopted by the Canadian Accounting Standards Board;

"July 2021 Technical Report" means the technical report titled "NI 43-101 Technical Report, Geological Introduction to Highwood Oil Company Ltd.'s Lithium-Brine Sub-Properties in Alberta and British Columbia, Canada" dated July 14, 2021, with an effective date of July 14, 2021, and prepared by D. Roy Eccles, M.Sc., P.Geo. (Senior Consulting Geologist and Chief Operations Officer, APEX Geoscience Ltd.);

"PBC" means Predator Blockchain Capital Corp., a company incorporated pursuant to the provisions of the ABCA on January 25, 2018, which completed its initial public offering as a CPC on April 3, 2018;

"PBC Share" means a common voting shares in the capital of PBC;

"Policy 2.4" means the TSXV's Policy 2.4 entitled "Capital Pool Companies";

"Predecessor Highwood" means the private, Calgary, Alberta, based oil and gas exploration, development and production company incorporated under the ABCA on August 24, 2012 that amalgamated with PBC pursuant to the Amalgamation;

"Predecessor Highwood Share" means a common voting shares in the capital of Predecessor Highwood;

"Q3 2022 Interim Financial Statements" means the unaudited interim condensed consolidated financial statements of the Corporation as at September 30, 2022 and for the three and nine months ended September 30, 2022 and 2021, together with the notes thereto;

"Q3 MD&A" means the management's discussion and analysis of the Corporation for the three- and nine-month periods ended September 30, 2022;

"Qualifying Transaction" means a transaction whereby a CPC acquires "Significant Assets" (as defined in Policy 2.4), other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means;

"September 2021 Technical Report" means the technical report titled "NI 43-101 Technical Report, Geological Introduction to Highwood Asset Management Ltd.'s Ironstone Iron-Vanadium Project in Northwest Alberta, Canada" dated September 21, 2021, with an effective date of September 21, 2021, and prepared by D. Roy Eccles, M.Sc., P.Geo. (Senior Consulting Geologist and Chief Operations Officer, APEX Geoscience Ltd.); and

"Technical Reports" means, collectively, the July 2021 Technical Report, the September 2021 Technical Report and the February 2022 Technical Report.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus and the documents incorporated by reference herein contain forward-looking statements. These statements relate to future events or the Corporation's future performance. Such statements are predictions only and actual events or results may differ materially. The use of any of the words "anticipate", "plan", "contemplate", "continue", "aim", "target", "must", "commit", "estimate", "extend", "expect", "future", "intend", "propose", "might", "may", "can", "will", "shall", "project", "should", "could", "would", "believe", "predict", "forecast", "ongoing", "maintain", "pursue", "potential", "prioritize", "progress", "remain", "long-term", "possibility" and "capable" and similar expressions, including the negatives thereof, is intended to identify forward-looking statements. All statements other than statements of historical fact contained in this Prospectus and the documents incorporated by reference herein are forward-looking statements, including, without limitation, statements regarding: our strategies, objectives and goals; future prices and price volatility for industrial metals and minerals, oil, natural gas and petroleum products that we produce or plan to produce; demand for and supply of industrial metals and minerals, oil, natural gas and petroleum products that we produce or plan to produce; expected receipt of regulatory approvals and the expected timing thereof; expectations regarding our ability to maintain and renew existing licences, permits and leases for our properties; with respect to (A) lithium brine: our expected receipt or completion of preliminary economic assessments and other studies and the expected timing thereof, including our expectations regarding timing of completing a future preliminary economic assessment technical report for the Drumheller Lithium Brine Project; our expectations regarding the Drumheller Resource Project, including expectations regarding report timing, capital costs, regulatory approvals and projected expenditures; and pricing and inflation rates and any potential future development costs; and (B) oil and gas: the development of our proved undeveloped oil and gas reserves and probable undeveloped oil and gas reserves; our future development activities, forward contracts and transportation commitments, reclamation and abandonment obligation, tax horizon, exploration and development

activities and production estimates; the performance characteristics of our crude oil and natural gas properties; crude oil and natural gas production levels; the size of the crude oil and natural gas reserves and of our contingent resources, projections of market prices and costs; expectations regarding the ability to raise capital and to continually add to reserves through acquisitions and development; treatment under governmental regulatory regimes and tax laws; impacts of current commodity prices on the Corporation, including with respect to abandonment and reclamation obligations; budget expectations; capital expenditure programs; estimates of future production; development of emergency response teams and preparedness plans to effectively respond to environmental incidents; undertaking environmental assessments for new projects or when acquiring new properties or facilities; conducting audits of operations; maintaining documentation to support internal accountability and measuring operational performance; development of the Corporation's remaining proved undeveloped reserves and probable undeveloped reserves; funding of development costs of the Corporation's reserves; future income taxes payable by the Corporation in the proved producing category; declaration of future cash dividends; production of crude oil, natural gas and NGLs in Canada; lack of regulatory certainty influencing investment decisions for major projects in Canada; the ability for improved access to global markets to alleviate the downward pressures affecting commodity prices; the impact of the United States-Mexico-Canada Agreement on western Canada's crude oil and natural gas industry, including the Corporation's business; the impact of the lack of available infrastructure for the offshore export of crude oil and natural gas on the ability of Canadian crude oil and natural gas producers to benefit from trade agreements; impacts of current and future changes to environmental legislation; the Corporation's intent to file for a non-producer AER license and/or to receive asset value pertaining to the Wabasca River Pipeline to alleviate the 2.0 liability management rating (LMR) restriction and to ensure no future transactions are restricted; the impact of political, legal and regulatory developments in Canada on the Corporation's results; the Corporation's intent to build a growing portfolio of recurring free funds flow that will provide maximum flexibility for growth and/or other strategic M&A opportunities in a non-dilutive fashion; the Corporation's intention to eventually oversee various operations including ESG and other clean energy transition subsectors, which include industrial metals and minerals, clean energy technologies, upstream and midstream oil and gas production and processing; our estimates of the quantity and quality of our mineral resources; the Corporation's expectation that all or any part of its inferred mineral resources exist, that such resources can be economically and legally mined, and that such resource will be upgraded to a higher category; the Corporation's plans to continue to evaluate value maximization paths for its lithium assets including a potential public pure play, low carbon intensity lithium company spinout; the Corporation's anticipation regarding additional volumes coming onto the Wabasca River Pipeline; the Corporation's anticipations regarding crude oil price volatility; the Corporation's forecasts and plans regarding its ability to continue to meet its obligations under the Credit Facility; the Corporation's plans to rectify access issues regarding a well in Deer Mountain; the Corporation's planned use of funds received in its sale of 50% of its 100% working interest in the Corporation's 14-05 terminal to bring said terminal back on-line in the third quarter of 2022; the Corporation's evaluation of opportunities in the M&A market; the Corporation's plans for further testing for lithium extraction process development; the Corporation's plans to outlay significant exploration capital in the near future; and evaluation of extraction technologies and potential go-forward technology parties whom the Corporation may elect to partner with moving forward; and management assessing ways to maximize operating netback.

The forward-looking statements reflect Highwood's beliefs and assumptions regarding, among other things: the market prices for crude oil and natural gas; the continuation of the present policies of the Board relating to management of Highwood, and the payment of dividends, capital expenditures and other matters; the continued availability of capital and skilled personnel, acquisitions of reserves and undeveloped lands; and the continuation of the current tax and regulatory regime.

All forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, levels of activity and achievements to differ materially from those anticipated in the forward-looking statements. Such factors include but are not limited to, the risk that a suitable direct lithium extraction process for the Drumheller Resource Project may never be identified and the other risks and uncertainties described under "Risk Factors" or "Forward-Looking Statements", as applicable, in the Annual Information Form, the Annual MD&A, the Q3 MD&A (each as defined below) and in other disclosure

documents filed from time to time with the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario.

Readers are therefore cautioned that they should not unduly rely on the forward-looking statements included in this Prospectus or any documents incorporated by reference. All forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. The Corporation cautions that the foregoing list of factors that may affect future results is not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements. The forward-looking information contained in this Prospectus is made as of the date of this Prospectus and forward-looking information contained in each Prospectus Supplement is made as of the date thereof. The Corporation does not undertake any obligation to publicly update or revise any forward-looking information, reflect new information, subsequent events or otherwise, except as required by applicable securities laws.

NON-GAAP FINANCIAL MEASURES

Certain information presented in, or incorporated by reference into, this Prospectus contains references to various non-GAAP financial measures and capital management measures (collectively the "**non-GAAP measures**") used in assessing the Corporation's results and measuring overall performance. The intent of non-GAAP measures is to provide additional useful information to investors and analysts. Certain of these financial measures do not have a standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other entities. As such these measures should not be considered in isolation or used as a substitute for measures of performance prepared in accordance with GAAP.

Non-GAAP financial measures consist of "operating netback" and "working capital surplus (deficit), excluding bank debt". Capital management measures consist of "funds flow from operations". The meanings of, specific rationale for, and incremental information associated with (including a reconciliation to the most directly comparable measure calculated in accordance with GAAP) each of the non-GAAP measures are set out in the Q3 MD&A which is incorporated by reference herein. For more information, see the "Non-GAAP Measures" section of the Corporation's most recent management's discussion and analysis which is available electronically at www.sedar.com.

SCIENTIFIC AND TECHNICAL INFORMATION

Lithium Brine Mineral Properties

No mineral company has yet to commercially produce lithium from hypersaline brine collected from deep-subsurface oil and gas reservoirs. In addition, there are no production agreements regarding lithium or any minerals at Highwood's lithium brine properties.

This Prospectus, including the documents incorporated by reference herein, uses the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource", which are Canadian mining terms as defined in, and required to be disclosed in accordance with, National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), which references the guidelines set out in the *Canadian Institute of Mining, Metallurgy and Petroleum — CIM Definition Standards and Best Practice Guidelines on Mineral Resources and Mineral Reserves (2014, 2019)*, adopted by the CIM Council, as amended.

The disclosure contained in, or incorporated by reference in, this Prospectus that is of a scientific or technical nature with respect to the Corporation's mineral properties is supported by and in certain cases summarized from, as applicable, the Technical Reports.

The Technical Reports are subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Technical Reports, which have been filed with Canadian

securities regulatory authorities pursuant to NI 43-101 and are available for review under the Corporation's issuer profile on SEDAR at www.sedar.com.

If, after the date of this Prospectus, the Corporation is required by Section 4.2(1)(j) of NI 43-101 to file a technical report to support scientific or technical information that relates to a mineral project on a property that is material to the Corporation, the Corporation will file such technical report in accordance with Section 4.2(5)(a)(i) of NI 43-101 as if the words "amended and restated preliminary short form prospectus" refer to a "shelf prospectus supplement".

Estimates of mineral resources contained in, or incorporated by reference in, this Prospectus are forward-looking statements because they must be considered as inferred mineral resource estimates only. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no guarantee that all or any part of the mineral resource will be converted into a mineral reserve. Inferred mineral resources have a high degree of uncertainty as to their existence and as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Therefore, readers are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Additional work is required to upgrade the classification of the mineral resources and to the appropriate classification levels in which mineral reserves can be calculated. In addition, the mineral resource estimates could be materially affected by environmental, geotechnical, permitting, legal, title, taxation, socio-political, marketing or other relevant factors. Any material reductions in estimates of mineral resources or mineral reserves could have a material adverse effect on the Corporation. See "Note Regarding Forward-Looking Statements".

Oil and Gas Properties

The oil and gas reserves estimates contained in, or incorporated by reference in, this Prospectus have been prepared in accordance with the requirements of National Instrument 51-101 *Standard of Disclosure for Oil and Gas Activities*. See the Annual Information Form available for review under the Corporation's issuer profile on SEDAR at www.sedar.com.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions and similar regulatory authorities in Canada.

Under applicable securities laws in Canada, the Canadian securities commissions or similar regulatory authorities allow the Corporation to incorporate by reference certain information that it files with the Canadian securities commissions or similar regulatory authorities, which means that the Corporation can disclose important information to prospective purchasers by reference to those documents. Information that is incorporated by reference is an important part of this Prospectus.

The following documents of the Corporation have been, or will be, filed with the various securities commissions or similar regulatory authorities Provinces of Alberta, British Columbia, Saskatchewan and Ontario and are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the Annual Information Form;
- (b) the Annual Financial Statements;
- (c) the Annual MD&A;
- (d) the Q3 2022 Interim Financial Statements;
- (e) the Q3 MD&A; and

(f) the 2022 Information Circular.

Any documents of the type required by National Instrument 44-101 *Short Form Prospectus Distributions* to be incorporated by reference herein including, without limitation, any material change reports (excluding confidential material change reports), comparative interim financial statements, comparative annual financial statements and the auditors' report thereon, management's discussion and analysis, information circulars, annual information forms and business acquisition reports filed by the Corporation with the securities commissions or similar regulatory authorities in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario subsequent to the date of this Prospectus, and prior to the termination of any distribution hereunder, are deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document (or part thereof) which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document (or part thereof) that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Upon a new annual information form and related audited annual financial statements and management's discussion and analysis being filed by Highwood with, and where required, accepted by, the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario during the term of this Prospectus, the previous annual information form, the previous audited annual financial statements and related management's discussion and analysis, all unaudited interim financial statements and related management's discussion and analysis, material change reports and business acquisition reports filed prior to the commencement of Highwood's financial year in which the new annual information form and related audited annual financial statements and management's discussion and analysis are filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future distributions of Securities under this Prospectus. Upon new interim financial statements and related management's discussion and analysis being filed by Highwood with the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario during the term of this Prospectus, all interim financial statements and related management's discussion and analysis filed prior to the new interim consolidated financial statements and related management's discussion and analysis shall be deemed no longer to be incorporated into Prospectus for purposes of future distributions of Securities under this Prospectus. Upon a new information circular relating to an annual meeting of shareholders of the Corporation being filed by Highwood with the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario during the term of this Prospectus, the information circular for the preceding annual meeting of shareholders of the Corporation shall be deemed no longer to be incorporated into this Prospectus for purposes of future distributions of Securities under this Prospectus.

Certain marketing materials (as that term is defined in applicable securities legislation) may be used in connection with a distribution of Securities under this Prospectus and any applicable Prospectus Supplement. Any template version of marketing materials (as those terms are defined in applicable securities legislation) pertaining to a distribution of Securities, and filed by the Corporation after the date of the applicable prospectus supplement for the offering and before termination of the distribution of such Securities, will be deemed to be incorporated by reference in such Prospectus Supplement for the purposes of the distribution of Securities to which the Prospectus Supplement pertains.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to prospective purchasers together with this Prospectus to the extent required by applicable securities laws. Each Prospectus Supplement will be deemed to be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the offering of Securities to which the Prospectus Supplement pertains.

Prospective purchasers should rely only on the information contained or incorporated by reference in this Prospectus or any Prospectus Supplement. The Corporation has not authorized anyone to provide prospective purchasers with different or additional information. The Corporation is not making an offer of these Securities in any jurisdiction where the offer is not permitted by law. Prospective purchasers should bear in mind that the information contained in, or incorporated by reference in, this Prospectus is made as of the date hereof or the date of such documents incorporated by reference, respectively, and such information may be amended, supplemented or updated, as may be required by applicable securities laws, by the subsequent filing of additional documents deemed by applicable securities laws to be, or otherwise incorporated by reference into this Prospectus, any Prospectus Supplement and by any subsequently filed prospectus amendments, if any.

HIGHWOOD ASSET MANAGEMENT LTD.

General

Highwood is a public company engaged in the ownership and oversight of various operations including industrial metals and minerals (prospective Lithium, Iron, Vanadium, Silica and Alumina), oil production, and midstream energy operations. The industrial metals and minerals operations of the Corporation are focused in Alberta and northeast British Columbia. The oil production & midstream energy operations of the Corporation is focused on growth through exploration, development, production and acquisition programs in the Western Canadian Sedimentary Basin ("**WCSB**").

Highwood's largest source of cash flow continues to be its Wabasca River Pipeline System — a 210 km crude oil sales line with capacity to deliver 20,000 bbl/d of crude to the Plains Rainbow Pipeline in Northern Alberta — and approximately 125 bbl/d of oil production.

The Corporation's long-term business strategy is to increase shareholder value by diversifying its asset base following its transition into an asset management focused entity overseeing various industries including oil & gas production, lithium and other subsurface minerals and cleantech ventures.

Oil Production and Midstream Energy Operations

The Corporation's oil & gas focused strategy is growing its asset base in the WCSB and to exploit and develop this area to increase petroleum reserves, production and cash flows at an attractive return on invested capital. The Corporation seeks to execute this strategy by: (i) drilling and developing its undeveloped land position; (ii) adopting and employing advanced drilling and completion techniques; (iii) enhancing returns by focusing on operational and cost efficiencies; and (iv) pursuing strategic asset or land acquisitions with significant potential synergies.

Industrial and Metallic Metal Potential

Highwood has amassed 100% mineral ownership of 236 mineral permits and mineral titles (1,543,393 hectares) that are located throughout Alberta (222 mineral permits) and in northeastern British Columbia (14 mineral titles). Highwood is exploring the mineral permits/titles as part of its Lithium-Brine and Ironstone Iron-Vanadium projects.

The Corporation's Industrial Metals and Mining segment of its operations is focused on lithium-brine extraction developed on the back bone of the oil & gas industry. Development of lithium-brine is very similar in practice to the oil and gas industry and uses much of the same knowledge and infrastructure.

In particular, the Corporation's main project in the Industrial Metals and Mining segment of its operations is its early-stage mineral exploration project ("**Drumheller Resource Project**") located on its property near Drumheller in South-Central Alberta, Canada (the "**Drumheller Resource Property**"). The Drumheller Resource Property comprises 23.5% of the Corporation's aggregate mineral land ownership and consists of 50 approved mineral permits encompassing 362,522 hectares.

Please refer to the February 2022 Technical Report, which is available for review under the Corporation's issuer profile on SEDAR at www.sedar.com, for a detailed description of the Drumheller Resource Project and corresponding inferred mineral resource estimations for the Drumheller Resource Property.

The Drumheller Resource Project has not generated any revenue to date. The Drumheller Resource Project currently has an inferred resource estimate technical report. Next steps for the Drumheller Resource Project are to (1) conduct Direct Lithium Extraction test work to determine if the lithium can be successfully extracted from the brine, and (2) conduct a preliminary economic assessment ("**PEA**") to assess the preliminary economics of the project verified by third party input. The direct lithium extraction process is required to be developed or selected that will enable sufficient concentrations of lithium to be extracted from the brine in an economic manner. Given that lithium from brine in Alberta is different than other regions in the world (e.g., deep-subsurface brine in oil and gas reservoirs in contrast to, for example, surficial salars in South America). Various companies in the minerals industry, including Highwood, are currently experimenting with new technologies to develop a process that will enable sufficient concentrations of lithium to be extracted from deep reservoir brine in Alberta. Highwood is in discussions with direct lithium extraction experts and other lithium companies that operate in the same area and investigating potential extraction solutions. To date, lithium from deep-seated brine reservoirs has yet to be commercially extracted, however, the search for a suitable extraction technology continues to evolve. Highwood's management also believes that the industrial metals and mining industry is starting to see increasing government support to unlock the mineral resource that is in Western Canada. If and when the suitable extraction technology is available, Highwood plans to conduct a PEA and drill test wells. The Corporation is still evaluating the anticipated costs that will be required for these next steps, but expects to incur corresponding aggregate costs of at least \$2 million dollars in 2023 and 2024. See "Risk Factors".

Intercorporate Relationships

Highwood was formed by amalgamation under the ABCA.

Effective January 23, 2019, Predecessor Highwood and PBC completed the Amalgamation to form the Corporation, being a new company also named "Highwood Oil Company Ltd." The Amalgamation constituted PBC's Qualifying Transaction.

On January 29, 2019, the Common Shares began trading on the TSXV under the symbol "HOCL".

The Amalgamation was a reverse takeover and Predecessor Highwood was the acquiror.

On April 29, 2019 the Corporation acquired all of the issued and outstanding shares of Gambit. Immediately following the acquisition, the Corporation vertically amalgamated with Gambit under the ABCA.

Effective July 20, 2021, the Corporation obtained shareholder and regulatory approval to change its name from Highwood Oil Company Ltd. to Highwood Asset Management Ltd. In conjunction with the change in name, the Common Shares began trading under the new symbol "HAM" on the TSXV. The Corporation is a reporting issuer in the Provinces of British Columbia and Alberta and, upon a final receipt being issued for this Prospectus, will also be a reporting issuer in the Provinces of Saskatchewan and Ontario.

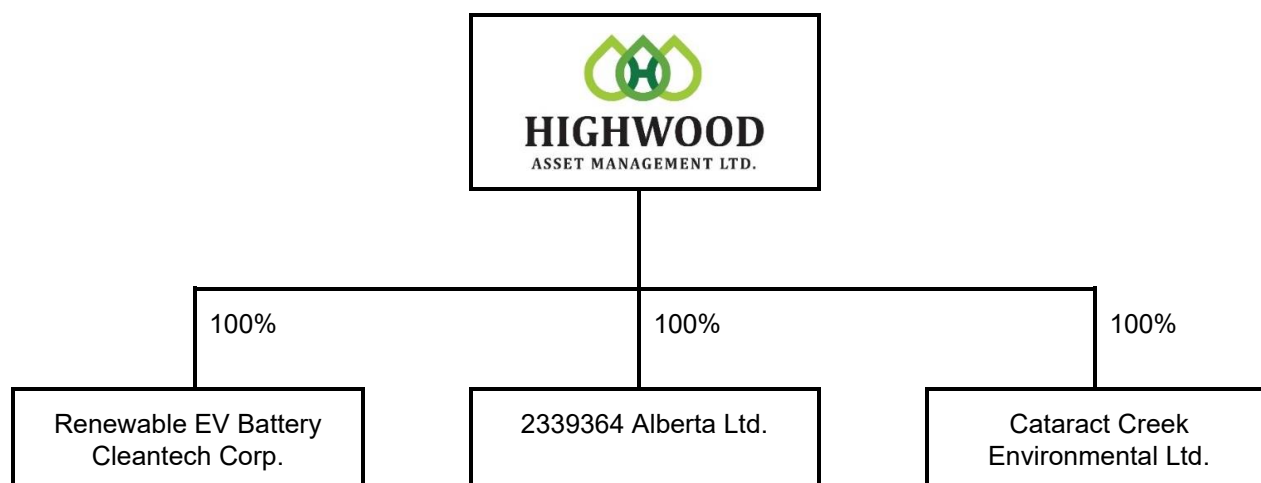
Highwood's head office is located at Suite 202, 221 – 10th Avenue SE, Calgary, Alberta, T2G 0V9 and its registered office is located at 1000, 250 – 2nd Street SW, Calgary, Alberta, T2P 0C1.

PBC was incorporated pursuant to the provisions of the ABCA on January 25, 2018.

Predecessor Highwood was incorporated under the ABCA on August 24, 2012.

The Corporation has three wholly-owned subsidiaries: Renewable EV Battery Cleantech Corp., 2339364 Alberta Ltd. and Cataract Creek Environmental Ltd., each of which was incorporated pursuant to the provisions of the ABCA.

The following chart sets forth the Corporation's relationship with its subsidiaries and the percentage of votes attaching to all voting securities of such subsidiaries owned by the Corporation. The jurisdiction of incorporation or organization for each entity is Alberta.



For a more complete description of the business of the Corporation and its direct and indirect subsidiaries, please refer to the headings "Corporate Structure", "General Development of the Business", "Description of the Business" and "Highwood Assets" (or equivalent sections) in Highwood's annual information form incorporated, or deemed to be incorporated, by reference in this Prospectus.

RECENT DEVELOPMENTS

During the second quarter of 2022, the Corporation disposed of 50% of its 100% working interest in the Corporation's 14-05 terminal to an arm's length private Canadian midstream company for gross proceeds of \$2.25 million. The Corporation and the purchaser will each own 50% of the terminal with the Corporation remaining as operator. During the third quarter of 2022, the Company and the other 50% working interest in owner in the 14-05 terminal deployed capital funds to reactive the terminal, which was commissioned on October 2, 2022.

During the third quarter of 2022, the Corporation purchased office space for gross consideration of \$1.15 million which was paid with cash on hand and drawing on the Credit Facility. In addition the Corporation's available draw on the Credit Facility was increased to \$2.92 million.

USE OF PROCEEDS

The net proceeds to be derived from the sale of Securities will be the offering price less any commission paid in connection therewith and the expenses relating to the particular offering of Securities. Unless otherwise indicated in a Prospectus Supplement relating to a particular offering of Securities, the

Corporation intends to use the net proceeds from the sale of Securities for general corporate purposes, to complete asset and corporate acquisitions, to, directly or indirectly, finance future growth opportunities and to repay indebtedness. The amount of net proceeds to be used for any such purposes will be set forth in a Prospectus Supplement. The Corporation may invest funds which it does not immediately use. Such investments may include short-term marketable investment grade securities. The Corporation may, from time to time, issue securities (including debt securities) other than pursuant to this Prospectus.

EARNINGS COVERAGE RATIO

Earnings coverage ratios will be provided as required in the Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

Updated earnings coverage ratios will be filed quarterly with the applicable securities regulatory authorities, either separately or as exhibits to the Corporation's interim and annual financial reports, and will be deemed to be incorporated by reference in this prospectus for the purposes of the offering of the Securities.

CONSOLIDATED CAPITALIZATION

Since September 30, 2022, on a consolidated basis there have been no material changes in the share and loan capital of the Corporation other than during the third quarter of 2022, the Corporation's available draw on the Credit Facility was increased to \$2.92 million. See "Recent Developments".

PLAN OF DISTRIBUTION

The Corporation may offer and sell Securities to or through underwriters or dealers and also may sell Securities directly to one or more purchasers pursuant to applicable statutory exemptions, or through agents. These Securities may be offered and sold in Canada and elsewhere where permitted by law. Securities may be distributed in one or more transactions, separately or together, in amounts, at a fixed price or prices or at non-fixed prices and on such terms and conditions as may be determined from time to time depending on, among other things, the Corporation's financing requirements, market conditions at the time of sale and other factors. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution. If Securities are offered on a non-fixed price basis, the underwriters', dealers' or agents', as applicable, compensation will be increased or decreased by the amount by which the aggregate price paid for Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriters, dealers or agents to the Corporation.

The applicable Prospectus Supplement for any of the Securities being offered will set forth the terms of the offering of those Securities, including the name or names of any underwriters, dealers or agents, the purchase price of the Securities, the proceeds to the Corporation from that sale if determinable, any underwriting fees or discounts and other items constituting underwriters' compensation, any public offering price, and any discounts or concessions allowed or re-allowed or paid to dealers or agents. Only underwriters named in the applicable Prospectus Supplement are deemed to be underwriters in connection with the Securities offered by that Prospectus Supplement.

If underwriters purchase Securities as principal, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase those Securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all of the Securities offered by the applicable Prospectus Supplement if any of such Securities are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to dealers may be changed from time to time. The Securities may also be sold directly by the Corporation at prices and upon terms agreed to by the purchaser and the Corporation or through agents designated by the Corporation from time to time. Any agent involved in the

offering and sale of the Securities pursuant to this Prospectus will be named, and any commissions payable by the Corporation to that agent will be set forth in the applicable Prospectus Supplement. Unless otherwise indicated in the applicable Prospectus Supplement, any agent would be acting on a best efforts basis for the period of its appointment.

The Corporation may agree to pay the underwriters a commission for various services relating to the distribution of any Securities offered by this Prospectus. Any such commission will be paid out of the Corporation's general funds. Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation to indemnification against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments that those underwriters, dealers or agents may be required to make in respect thereof.

Any offering of Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units will be a new issue of securities with no established trading market. Unless otherwise specified in a Prospectus Supplement, the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units will not be listed on any securities exchange or on any automated dealer quotation system. This may affect the pricing of the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts and Units in the secondary market, the transparency and availability of trading prices, the liquidity of the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts and Units and the extent of issuer regulation.

Certain broker-dealers may make a market in the Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units, but will not be obligated to do so and may discontinue any market making at any time without notice. The Corporation cannot assure purchasers that any broker-dealer will make a market in the Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Share Purchase Contracts or Units of any series or as to the liquidity of the trading market, if any, for such Securities.

To the extent permitted by applicable law in connection with any offering of Securities (unless otherwise specified in a Prospectus Supplement), any underwriters, dealers or agents, when purchasing as principal, may over-allot or effect transactions intended to fix or stabilize or maintain the market price of the Securities at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be interrupted or discontinued at any time.

Unless otherwise specified in a Prospectus Supplement, the Securities have not and will not be registered under the U.S. Securities Act or any of the securities laws of any state in the United States and, subject to certain exceptions, may not be offered or sold or otherwise transferred or disposed of in the United States or to or for the account of U.S. persons absent registration or pursuant to an applicable exemption from the U.S. Securities Act and applicable U.S. state securities laws. In addition, until 40 days after closing of an offering of Securities, an offer or sale of the Securities within the United States by any dealer (whether or not participating in such offering) may violate the registration requirement of the U.S. Securities Act if such offer or sale is made other than in accordance with Rule 144A or another exemption under the U.S. Securities Act.

DESCRIPTION OF COMMON SHARES

The Corporation is authorized to issue an unlimited number of Common Shares.

Each Common Share entitles the holder to receive notice of and to attend all meetings of the shareholders of the Corporation other than meetings at which only the holders of another class or series of shares are entitled to vote. Each Common Share entitles the holder to one vote at all meetings of the shareholders of the Corporation. The holders of Common Shares, in the discretion of the board of directors of the Corporation (the "**Board of Directors**"), are entitled to receive out of any monies properly applicable to the payment of dividends, and after the payment of any dividends payable on the Preferred Shares of any series or any other series ranking prior to the Common Shares as to the payment of dividends, any dividends declared and payable on the Common Shares.

Upon any liquidation, dissolution or winding-up of the Corporation, or other distribution of the Corporation's assets among its shareholders for the purposes of winding-up the affairs of the Corporation, the holders of the Common Shares are entitled to share on a share-for-share basis in the distribution, subject to the prior rights of the holders of the Preferred Shares of any series, or any other class ranking prior to the Common Shares.

There are no pre-emptive or conversion rights and the Common Shares are not subject to redemption. All Common Shares currently outstanding and to be outstanding upon the exercise of any securities convertible into Common Shares, are or will be, fully paid and non-assessable.

DESCRIPTION OF PREFERRED SHARES

The Corporation is authorized to issue an unlimited number of Preferred Shares.

The Preferred Shares may be issued in one or more series, each series to consist of such number of shares as determined by resolution of the Board of Directors. The Board of Directors, by resolution duly passed before the issue of the Preferred Shares of each series, shall fix the designation, rights, restrictions, conditions and limitations attaching to the Preferred Shares of each series, including, but without in any way limiting or restricting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions.

The Preferred Shares of each series will have priority over the Common Shares in payment of dividends and in the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation.

The particular terms and provisions of the Preferred Shares offered by any Prospectus Supplement, and the extent to which the general terms and provisions described above may apply thereto, will be described in the Prospectus Supplement filed in respect of such Preferred Shares.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Preferred Shares which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Preferred Shares described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Preferred Shares.

DESCRIPTION OF DEBT SECURITIES

The following description of the terms of Debt Securities sets forth certain general terms and provisions of Debt Securities in respect of which a Prospectus Supplement may be filed. The particular terms and provisions of Debt Securities offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Debt Securities.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Debt Securities which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Debt Securities described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Debt Securities.

Debt Securities may be issued separately or in combination with one or more other Securities. The Corporation may, from time to time, issue debt securities and incur additional indebtedness other than through the issue of Debt Securities pursuant to this Prospectus.

The Debt Securities will be issued under one or more indentures or supplements thereto (each, a "**Debt Indenture**"), in each case between the Corporation and a financial institution organized under the laws of Canada or any province thereof and authorized to carry on business as a trustee (each, a "**Trustee**").

The following description sets forth certain general terms and provisions of the Debt Securities and is not intended to be complete. The particular terms and provisions of the Debt Securities and a description of how the general terms and provisions described below may apply to the Debt Securities will be included in the applicable Prospectus Supplement. The following description is subject to the detailed provisions of the applicable Debt Indenture, a copy of which will be filed by the Corporation with the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario after it has been entered into and will be available electronically at www.sedar.com.

General

The Debt Securities may be issued from time to time in one or more series. The Corporation may specify a maximum aggregate principal amount for the Debt Securities of any series and, unless otherwise provided in the applicable Prospectus Supplement, a series of Debt Securities may be reopened for issuance of additional Debt Securities of such series.

Any Prospectus Supplement for Debt Securities supplementing this Prospectus will contain the specific terms and other information with respect to the Debt Securities being offered thereby, including:

- (a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- (b) any limit upon the aggregate principal amount of such Debt Securities;
- (c) the currency or currency units for which such Debt Securities may be purchased and the currency or currency units in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- (d) the offering price (at par, at a discount or at a premium) of such Debt Securities;
- (e) the date or dates on which such Debt Securities will be issued and delivered;
- (f) the date or dates on which such Debt Securities will mature, including any provision for the extension of a maturity date, or the method of determination of such date(s);
- (g) the rate or rates per annum (either fixed or floating) at which such Debt Securities will bear interest (if any) and, if floating, the method of determination of such rate;
- (h) the date or dates from which any such interest will accrue and on which such interest will be payable and the record date or dates for the payment of such interest, or the method of determination of such date(s);
- (i) if applicable, the provisions for subordination of such Debt Securities to other indebtedness of the Corporation;
- (j) the Trustee under the Debt Indenture pursuant to which such Debt Securities are to be issued;

- (k) the place or places where the principal of and premium, if any, and interest on the Debt Securities will be payable;
- (l) the period or periods within which, the price or prices at which, and the terms and conditions upon which, the Debt Securities may be redeemed, in whole or in part, at the option of the Corporation;
- (m) the obligation, if any, of the Corporation to redeem, purchase or repay the Debt Securities pursuant to any mandatory redemption, sinking fund or analogous provisions or at the option of a holder thereof; and the period or periods within which, the price or prices at which, and the terms and conditions upon which, the Debt Securities shall be redeemed or purchased, in whole or in part, pursuant to such obligation or option;
- (n) provisions relating to the conversion or exchange of the Debt Securities for Common Shares or other securities of the Corporation or its subsidiaries, and any provisions for the adjustment thereof;
- (o) the application, if any, of any defeasance provisions to the Debt Securities;
- (p) any events of default applicable to such Debt Securities;
- (q) whether such Debt Securities are to be issued in registered form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- (r) if applicable, the ability of the Corporation to satisfy all or a portion of any redemption of such Debt Securities, any payment of any interest on such Debt Securities or any repayment of the principal owing upon the maturity of such Debt Securities through the issuance of securities of the Corporation or of any other entity, and any restriction(s) on the persons to whom such securities may be issued;
- (s) the provisions applicable to the modification of the terms of the Debt Indenture; and
- (t) any other specific terms or covenants applicable to such Debt Securities.

The Debt Securities may be issued as original issue discount Debt Securities (bearing no interest, or interest at a rate that at the time of issuance is below market rates) at prices below their stated principal amount.

Ranking

Unless otherwise provided in the applicable Prospectus Supplement, the Debt Securities of each series will rank equally and *pari passu*, including with respect to security interests (if any), with each other (regardless of their actual dates or terms of issue, but only to the extent such other Debt Securities are secured) and, unless the Debt Securities are secured or subordinated and subject to statutory preferred exceptions, with all other present and future unsecured and unsubordinated indebtedness of the Corporation. Unless otherwise provided in the applicable Prospectus Supplement, a series of Debt Securities may be reopened for the issuance of additional Debt Securities of such series. The Corporation reserves the right to specify in a Prospectus Supplement whether a particular series of subordinated Debt Securities is subordinated to any other series of subordinated Debt Securities.

Registration of Debt Securities

Debt Securities in Book Entry Form

Debt Securities of any series may be issued in whole or in part in the form of one or more global securities ("**Global Securities**") registered in the name of a designated clearing agency (a "**Depository**") or its nominee and held by or on behalf of the Depository in accordance with the terms of the applicable Debt

Indenture. The specific terms of the depositary arrangement with respect to any portion of a series of Debt Securities to be represented by a Global Security will, to the extent not described herein, be described in the Prospectus Supplement relating to such series.

A Global Security may not be transferred, except as a whole between the Depositary and a nominee of the Depositary or as between nominees of the Depositary, or to a successor Depositary or nominee thereof, until it is wholly exchanged for Debt Securities in certificated non-book-entry form in accordance with the terms of the applicable Debt Indenture. So long as the Depositary for a Global Security, or its nominee, is the registered owner of such Global Security, such Depositary or such nominee, as the case may be, will be considered the sole owner or holder of the Debt Securities represented by such Global Security for all purposes under the applicable Debt Indenture and payments of principal and interest, if any, on the Debt Securities represented by a Global Security will be made by the Corporation to the Depositary or its nominee.

Owners of beneficial interests in a Global Security will not be entitled to have the Debt Securities represented by such Global Security registered in their names, will not receive or be entitled to receive physical delivery of such Debt Securities in certificated non-book-entry form, will not be considered the owners or holders thereof under the applicable Debt Indenture and will be unable to pledge Debt Securities as security.

No Global Security may be exchanged in whole or in part for Debt Securities registered, and no transfer of a Global Security in whole or in part may be registered, in the name of any person other than the Depositary for such Global Security or any nominee of such Depositary unless:

- (a) there is a requirement to do so under applicable law;
- (b) the book-entry system ceases to exist;
- (c) the Corporation or the Depositary advises the Trustee that the Depositary is no longer willing or able to properly discharge its responsibilities as depositary with respect to the Debt Securities and the Corporation is unable to locate a qualified successor;
- (d) the Corporation decides, at its option, to terminate the book-entry system through the Depositary;
or
- (e) if provided for in the Debt Indenture, after the occurrence of an event of default thereunder (provided the Trustee has not waived the event of default in accordance with the terms of the Debt Indenture), participants acting on behalf of beneficial holders representing, in aggregate, a threshold percentage of the aggregate principal amount of the Debt Securities then outstanding advise the Depositary in writing that the continuation of a book-entry system through the Depositary is no longer in their best interest,

whereupon such Global Security shall be exchanged for certificated non-book-entry Debt Securities of the same series in an aggregate principal amount equal to the principal amount of such Global Security and registered in such names and denominations as the Depositary may direct.

Principal and interest payments, if any, on the Debt Securities represented by a Global Security registered in the name of a Depositary or its nominee will be made to such Depositary or its nominee, as the case may be, as the registered owner of such Global Security. Neither the Corporation, the Trustee nor any paying agent for such Debt Securities will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in such Global Security or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

The Corporation, any underwriters, dealers or agents and any Trustee identified in an accompanying Prospectus Supplement, as applicable, will not have any liability or responsibility for (i) records maintained

by the Depositary relating to beneficial ownership interests in the Debt Securities held by the Depositary or the book-entry accounts maintained by the Depositary, (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership interests, or (iii) any advice or representation made by or with respect to the Depositary and contained in this Prospectus or in any Prospectus Supplement or Debt Indenture with respect to the rules and regulations of the Depositary or at the direction of Depositary participants.

Unless otherwise stated in the applicable Prospectus Supplement, CDS Clearing and Depositary Services Inc. or its successor will act as Depositary for any Debt Securities represented by a Global Security.

Debt Securities in Certificated Form

Debt Securities of any series may be issued in whole or in part in registered form as provided in the applicable Debt Indenture.

If the Debt Securities are issued in certificated non-book-entry form, principal and interest, if any, will be payable, the transfer of such Debt Securities will be registerable and such Debt Securities will be exchangeable for Debt Securities in other denominations of a like aggregate principal amount at the office or agency maintained by the Corporation. Payment of principal and interest, if any, on Debt Securities in certificated non-book-entry form may be made by cheque mailed to the address of the holders entitled thereto.

Subject to the foregoing limitations, Debt Securities of any authorized form or denomination issued under the applicable Debt Indenture may be transferred or exchanged for Debt Securities of any other authorized form or denomination or denominations. Any such transfer or exchange must be for an equivalent aggregate principal amount of Debt Securities of the same series and carry the same rate of interest and same redemption and other provisions as the Debt Securities so transferred or exchanged. Exchanges of Debt Securities of any series may be made at the offices of the applicable Trustee and at such other places as the Corporation may from time to time designate with the approval of the applicable Trustee and, if applicable, will be specified in the applicable Prospectus Supplement. Unless otherwise specified in the applicable Prospectus Supplement, the applicable Trustee will be the registrar and transfer agent for the Debt Securities issued under the applicable Debt Indenture.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

A Subscription Receipt will entitle the holder thereof to receive a Common Share and/or other Securities, for no additional consideration, upon the completion of a particular transaction or event, typically an acquisition of the assets or securities of another entity by the Corporation or one or more of its subsidiaries. The subscription proceeds from an offering of Subscription Receipts will be held in escrow by an escrow agent pending the completion of the transaction or the termination time (the time at which the escrow terminates regardless of whether the transaction or event has occurred). Holders of Subscription Receipts will receive Common Shares and/or other Securities upon the completion of the particular transaction or event or, if the transaction or event does not occur by the termination time, a return of the subscription funds for their Subscription Receipts together with any interest or other income earned thereon. Holders of Subscription Receipts are not shareholders of the Corporation.

The particular terms and provisions of Subscription Receipts offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the Prospectus Supplement filed in respect of such Subscription Receipts. This description will include, where applicable:

- (a) the number of Subscription Receipts;
- (b) the price at which the Subscription Receipts will be offered;

- (c) the procedures for the exchange of the Subscription Receipts into Common Shares or other securities;
- (d) the number of Common Shares or other securities that may be obtained upon exercise of each Subscription Receipt;
- (e) the designation and terms of any other securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Common Share or security;
- (f) the terms applicable to the gross proceeds from the sale of the Subscription Receipts plus any interest earned thereon; and
- (g) any other material terms and conditions of the Subscription Receipts.

Subscription Receipts may be offered separately or in combination with one or more other Securities. The Subscription Receipts will be issued under a Subscription Receipt agreement. A copy of the Subscription Receipt agreement will be filed by the Corporation with the securities commission or similar regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario after it has been entered into by the Corporation and will be available electronically at www.sedar.com.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Subscription Receipts which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Subscription Receipts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Subscription Receipts.

DESCRIPTION OF WARRANTS

A Warrant will entitle the holder thereof to receive Common Shares, Preferred Shares or Debt Securities. Warrants may be offered separately or together with other securities and may be attached to or separate from other securities. The Warrants either will be issued under a warrant indenture or agreement that will be entered into by the Corporation or a trustee at the time of issuance of the Warrants or will be represented by warrant certificates issued by the Corporation.

Holders of Warrants are not shareholders of the Corporation. The particular terms and provisions of Warrants offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Warrants. This description will include, where applicable:

- (a) the title or designation of the Warrants;
- (b) the number of Warrants offered;
- (c) the price at which the Warrants will be offered;
- (d) the number of Common Shares and/or other securities of the Corporation purchasable upon exercise of the Warrants and the procedures for exercise;
- (e) the exercise price of the Warrants;
- (f) the dates or periods during which the Warrants are exercisable and when they expire;

- (g) the designation and terms of any other securities with which the Warrants will be offered, if any, and the number of Warrants that will be offered with each such security;
- (h) the material income tax consequences of owning, holding and disposing of the Warrants; and
- (i) any other material terms and conditions of the Warrants including, without limitation, transferability and adjustment terms and whether the Warrants will be listed on a stock exchange.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Warrants which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Warrants.

DESCRIPTION OF SHARE PURCHASE CONTRACTS

The Corporation may issue Share Purchase Contracts, representing contracts obligating holders to purchase from or sell to Highwood, and obligating Highwood to purchase from or sell to the holders, a specified number of Common Shares or Preferred Shares, as applicable, at a future date or dates, and including by way of instalment.

The price per Common Share or Preferred Share and the number of Common Shares or Preferred Shares, as applicable, may be fixed at the time the Share Purchase Contracts are issued or may be determined by reference to a specific formula or method set forth in the Share Purchase Contracts. Highwood may issue Share Purchase Contracts in accordance with applicable laws and in such amounts and in as many distinct series as may be determined by the Corporation.

The Share Purchase Contracts may be issued separately or as part of Units the ("**Share Purchase Units**"). The Share Purchase Contracts may require Highwood to make periodic payments to the holders of the Share Purchase Units or vice versa, and these payments may be unsecured or refunded and may be paid on a current or on a deferred basis. The Share Purchase Contracts may require holders to secure their obligations under those contracts in a specified manner.

Holders of Share Purchase Contracts are not shareholders of the Corporation. The particular terms and provisions of Share Purchase Contracts offered by any Prospectus Supplement, and the extent to which the general terms and provisions described above may apply thereto, will be described in the Prospectus Supplement filed in respect of such Share Purchase Contracts. This description will include, where applicable:

- (a) whether the Share Purchase Contracts obligate the holder to purchase or sell, or both purchase and sell, Common Shares or Preferred Shares, as applicable, and the nature and amount of each of those securities, or the method of determining those amounts;
- (b) whether the Share Purchase Contracts are to be prepaid or not or paid in instalments;
- (c) any conditions upon which the purchase or sale will be contingent and the consequences if such conditions are not satisfied;
- (d) whether the Share Purchase Contracts are to be settled by delivery, or by reference or linkage to the value or performance of Common Shares or Preferred Shares;
- (e) any acceleration, cancellation, termination or other provisions relating to the settlement of the Share Purchase Contracts;

- (f) the date or dates on which the sale or purchase must be made, if any;
- (g) whether the Share Purchase Contracts will be issued in fully registered or global form;
- (h) the material income tax consequences of owning, holding and disposing of the share purchase contracts; and
- (i) any other material terms and conditions of the Share Purchase Contracts including, without limitation, transferability and adjustment terms and whether the Share Purchase Contracts will be listed on the TSXV.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Share Purchase Contracts which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Share Purchase Contracts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Share Purchase Contracts.

DESCRIPTION OF UNITS

Units may be comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. A unit agreement, if any, under which a Unit is issued may provide that the securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- (a) the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- (b) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;
- (c) whether the Units will be issued in fully registered or global form; and
- (d) any other material terms and conditions of the Units.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to the Units which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences which may be applicable to a purchaser of Securities offered thereunder, and may also include a discussion of certain United States federal income tax consequences to the extent applicable.

RISK FACTORS

Investment in the Securities is subject to various risks including those risks inherent to the industries in which Highwood operates. Discussions of certain risk factors affecting us in connection with our businesses are provided below as well as in our disclosure documents filed from time to time with the securities commission or similar securities regulatory authority in the Provinces of Alberta, British Columbia, Saskatchewan and Ontario which are incorporated by reference or deemed to be incorporated by reference in this Prospectus. In particular, see "Risk Factors" in the Annual Information Form.

Before deciding whether to invest in any Securities, prospective purchasers should consider carefully the risk factors below as well as those risk factors incorporated by reference in this Prospectus (including subsequently filed documents incorporated by reference) and those described, or incorporated by reference, in a Prospectus Supplement relating to a specific offering of Securities as well as the other information contained in and incorporated by reference in this Prospectus and in the applicable Prospectus Supplement.

Future sales or issuances of debt or equity securities may result in dilution to the Corporation's shareholders

We may sell or issue additional debt or equity securities in offerings to finance our operations, development, acquisitions or other projects. Our significant shareholders may also sell the Common Shares or other securities they hold or may hold in the future.

We cannot predict the size of future sales and issuances of debt or equity securities or the effect, if any, that future sales and issuances of debt or equity securities will have on the market price of the Common Shares.

Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Corporation's Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Corporation's earnings per share. Sales of our Common Shares by shareholders might also make it more difficult for us to sell equity securities at a time and price that we deem appropriate.

Market price of our Common Shares may fluctuate

Our Common Shares are listed and posted for trading on the TSXV and the Frankfurt Stock Exchange. An investment in the Corporation's Securities is highly speculative. The market prices for the Securities of companies in the energy industry have historically been volatile. Market price fluctuations in the Common Shares may be due to the Corporation's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Corporation or its competitors, along with a variety of additional factors, including, without limitation, increases in interest rates and those set forth under "Note Regarding Forward-Looking Statements". In addition, the market price for securities in the stock markets, including the TSXV, recently experienced significant price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market prices of the Common Shares.

The use of proceeds may vary from planned use

While detailed information regarding the use of proceeds from the sale of our Securities will be described in the applicable Prospectus Supplement, the Corporation will have broad discretion over the use of the net proceeds from an offering by the Corporation of its Securities. Because of the number and variability of factors that will determine the Corporation's use of such proceeds, the Corporation's ultimate use might

vary substantially from its planned use. You may not agree with how the Corporation allocates or spends the proceeds from an offering of its Securities. The Corporation may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of its Securities, including the market value of its Common Shares.

The Corporation has only paid dividends twice and may not pay dividends in the foreseeable future

Dividends on the Common Shares have only been paid by the Corporation twice to date; once in 2016 and once in 2017. The Corporation does not intend to declare or pay any cash or in-kind dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Board, after taking into account a multitude of factors appropriate in the circumstances, including the Corporation's operating results, financial condition and current and anticipated cash needs.

There is no assurance of a sufficient liquid trading market for the Common Shares in the future

Shareholders of the Corporation may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Corporation's Common Shares on the trading market, and that the Corporation will continue to meet the listing requirements of the TSXV or the Frankfurt Stock Exchange or achieve listing on any other public listing exchange.

The Corporation has outstanding stock options and restricted stock units, which, if exercised, could cause dilution to existing shareholders

The Corporation has stock options and restricted share units (RSU's) issued which are exercisable to acquire Common Shares. The exercise of the stock options or RSU's and the subsequent resale of such Common Shares in the public market could adversely affect the prevailing market price and the Corporation's ability to raise equity capital in the future at a time and price which deems it appropriate. The Corporation may also enter into commitments in the future which would require the issuance of additional Common Shares and the Corporation may grant additional stock options or RSU's. Any share issuances from the Corporation's treasury will result in immediate dilution to existing Shareholders' percentage interest in the Corporation.

There is currently no market through which our Securities, other than our Common Shares, may be sold

There is currently no market through which Securities which may be sold under this Prospectus, other than our Common Shares, may be sold and, unless otherwise specified in the applicable Prospectus Supplement, our Preferred Shares, Debt Securities, Subscription Receipts, Units, Warrants or Share Purchase Contracts will not be listed on any securities or stock exchange or any automated dealer quotation system. As a consequence, purchasers may not be able to resell Preferred Shares, Debt Securities, Subscription Receipts, Units, Warrants or Share Purchase Contracts purchased under this Prospectus. This may affect the pricing of our Securities, other than our Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. There can be no assurance that an active trading market for our Securities, other than our Common Shares, will develop or, if developed, that any such market, including for our Common Shares, will be sustained.

There is no assurance that the Corporation will be able to continue to comply with covenants under its Credit Facility

The amount authorized under the Credit Facility is a fixed amount that was determined by the lenders having regard to the Corporation's cash flows. The Corporation is required to comply with covenants under the Credit Facility, which from time to time either affect the availability, or price, of additional funding, and in the event that the Corporation does not comply therewith its access to capital could be restricted or

repayment could be required. The failure of the Corporation to comply with such covenants, which may be affected by events beyond the Corporation's control, could result in the default under the Credit Facility, which could result in the Corporation being required to repay amounts owing thereunder. Even if the Corporation is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to the Corporation. If the Corporation is unable to repay amounts owing, the lenders under the Credit Facility could proceed to foreclose or otherwise realize upon the collateral granted to them to secure the indebtedness. The acceleration of the Corporation's indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross default or cross-acceleration provisions. In addition, the Credit Facility may, from time to time, impose operating and financial restrictions on the Corporation that could include restrictions on, the payment of dividends, repurchase or making of other distributions with respect to the Corporation's securities, incurring of additional indebtedness, provision of guarantees, the assumption of loans, making of capital expenditures, entering into of amalgamations, mergers, take-over bids or disposition of assets, among others.

Recent market events and conditions may affect the value of companies engaged in the oil and natural gas industry

Recent market events and conditions, including global excess oil and natural gas supply, actions taken by the Organization of the Petroleum Exporting Countries, the impacts of the COVID-19 pandemic, slowing growth in certain global economies, market volatility, and sovereign debt levels in various countries, have caused significant weakness and volatility in commodity prices. The outbreak of conflict between Russia and Ukraine strongly influenced crude oil prices to their highest levels since 2008. The possibility of a disruption to Russian crude oil exports has introduced significant risk to global crude oil markets, exacerbating uncertainty around future supply and inventory levels. These geopolitical tensions have recently been countered by rising economic risks and the continuation of a global pandemic, leading to elevated levels of volatility in crude oil prices. The events between Russia and Ukraine have had no immediate effect on North American natural gas balances, but the conflict's impact on competing fuel prices has contributed to a volatile pricing environment.

These events and conditions could cause a significant decrease in the valuation of oil and gas companies and a decrease in confidence in the energy industry which could have a negative effect on the Corporation's ability to raise additional funds in the future or if it is able to do so, to do so on unfavourable terms.

Resource industry competition and international trade restrictions may impact the value of future mineral reserves discovered and developed by the Corporation

The international mineral resource industries are highly competitive. The value of any future mineral reserves discovered and developed by the Corporation may be limited by the resource classification type, access to brine, competition from other world resource mining companies, or from excess inventories. Existing international trade agreements and policies and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Corporation and may affect the supply of and demand for minerals, including lithium, around the world.

Varying commodity prices may affect the Corporation's operational and financial results

The prices of commodities vary on a daily basis. Price volatility could have dramatic effects on the results of operations and the ability of the Corporation to execute its business plan. Any substantial and extended decline in the price of oil and natural gas could have an adverse effect on, among other things, the Corporation's revenues and financial condition. Further, the price of metals and minerals has experienced volatile and significant price movements over short periods of time and is affected by numerous factors beyond the control of the Corporation, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

Suitable direct lithium extraction process for the Drumheller Resource Project

The Drumheller Resource Project has not generated any revenue to date. The Drumheller Resource Project currently has an inferred resource estimate technical report. Next steps for the Drumheller Resource Project are to (1) conduct Direct Lithium Extraction test work to determine if the lithium can be successfully extracted from the brine, and (2) conduct a PEA to assess the preliminary economics of the project verified by third party input. The direct lithium extraction process is required to be developed or selected that will enable sufficient concentrations of lithium to be extracted from the brine in an economic manner. Given that lithium from brine in Alberta is different than other regions in the world (e.g., deep-subsurface brine in oil and gas reservoirs in contrast to, for example, surficial salars in South America). Various companies in the minerals industry, including Highwood, are currently experimenting with new technologies to develop a process that will enable sufficient concentrations of lithium to be extracted from deep reservoir brine in Alberta. Highwood is in discussions with direct lithium extraction experts and other lithium companies that operate in the same area and investigating potential extraction solutions. To date, lithium from deep-seated brine reservoirs has yet to be commercially extracted, however, the search for a suitable extraction technology continues to evolve. There is no guarantee that a suitable extraction technology will be found. Failure to find a suitable extraction technology could cause a significant decrease in the valuation of the Corporation's Common Shares and could have a negative effect on the Corporation's ability to raise additional funds in the future or if it is able to do so, to do so on unfavourable terms.

INTEREST OF EXPERTS

Certain information of a scientific or technical nature relating to the Corporation's mineral properties contained in this Prospectus, including the documents incorporated by reference herein, is based on the Technical Reports prepared or certified by the experts listed below, and has been included or incorporated by reference in reliance on such person's expertise. Each such expert is a "qualified person" and "independent" of the Company within the meaning of NI 43-101. See "Scientific and Technical Information" for further details.

Technical Report	Qualified Person	Firm
July 2021 Technical Report	D. Roy Eccles, M.Sc., P.Geo.	APEX Geoscience Ltd.
September 2021 Technical Report	D. Roy Eccles, M.Sc., P.Geo.	APEX Geoscience Ltd.
February 2022 Technical Report	D. Roy Eccles, M.Sc., P.Geo.	APEX Geoscience Ltd.
	James (Jim) Touw, B.Sc., P.Geo.	Hydrogeological Consultants Ltd.
	Charles R. Edwards, M.Sc., P.Eng.	Chuck Edwards Extractive Metallurgy Consulting

To the best of the Corporation's knowledge, the aforementioned persons and firms, as well as the "designated professionals" (as defined by applicable securities laws) of such firms, each held, directly or indirectly, less than one percent of any class of the outstanding securities of the Corporation, or of any associate or affiliate of the Corporation, and did not otherwise have any direct or indirect interest in the property of the Corporation, or its associates or affiliates, at the time of preparation of the reports, statements or opinions referred to above and as at the date of this Prospectus. None of the aforementioned persons, nor any director, officer or employee of any of the aforementioned firms, is currently, or is expected to be, elected, appointed or employed as a director, officer or employee of the Corporation or any of its associates or affiliates.

Oil and gas reserves estimates incorporated by reference in this Prospectus are based on reports by GLJ Ltd., the Corporation's independent qualified oil and gas reserves evaluator.

As at the date of this Prospectus, the partners and associates of DLA Piper (Canada) LLP, as a group, beneficially own, directly or indirectly, less than one percent of any class of securities of the Corporation.

RSM Alberta LLP is the Corporation's independent auditor and they are independent with respect to the Corporation within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Alberta.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering of Securities, certain legal matters relating to the offering of such Securities will be passed upon on behalf of the Corporation by DLA Piper (Canada) LLP. If any underwriters, dealers or agents named in a Prospectus Supplement retain their own counsel to pass upon legal matters relating to the Securities, their counsel will be named in the Prospectus Supplement.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are RSM Alberta LLP, Chartered Professional Accountants, Calgary, Alberta. The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal office in Calgary, Alberta located at 350 – 300 5th Avenue SW, T2P 3C4.

CONTRACTUAL RIGHTS OF RESCISSION

Original purchasers of convertible, exchangeable or exercisable securities in Canada will have a contractual right of rescission against the Corporation. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion, exchange or exercise of the security, or the amount paid for the convertible, exchangeable or exercisable security if no amount was paid upon conversion, exercise or exchange, upon surrender of the underlying securities gained thereby, in the event that this Prospectus contains a misrepresentation, provided that both the conversion, exchange or exercise occurs, and the right of rescission is exercised, within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 203 of the *Securities Act* (Alberta), and is in addition to any other right or remedy available to original purchasers under section 203 of the *Securities Act* (Alberta) or otherwise at law.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment, irrespective of the determination at a later date of the purchase price of the securities distributed. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable securities, purchasers are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus or any prospectus supplement is limited, in certain provincial securities legislation, to the price at which the convertible, exchangeable or exercisable securities are offered to the public under the prospectus offering. This means

that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE CORPORATION

Dated: December 19, 2022

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation the Provinces of Alberta, British Columbia, Saskatchewan and Ontario.

HIGHWOOD ASSET MANAGEMENT LTD.

(signed) "*Greg MacDonald*"
President and Chief Executive Officer

(signed) "*Christopher Allchorne*"
Interim Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Stephen Holyoake*"
Director

(signed) "*Trevor Wong-Chor*"
Director