

October 8, 2021

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador

Dear Sirs/Mesdames:

**Re: Headwater Exploration Inc. (the “Corporation”)
Short Form Prospectus dated October 8, 2021 (the “Prospectus”)**

We hereby consent to the reference to our name on the face page and under the heading “Experts” and the use of our opinion under the heading “Eligibility for Investment” in the Prospectus relating to the secondary offering of common shares of the Corporation.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions or that are within our knowledge as a result of services we performed in connection with such opinions.

Yours truly,

“Torys LLP”