

DELIVERED VIA SEDAR

October 8, 2021

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Securities NL, Financial Services Regulation Division Department of Government Services
Superintendent of Securities, Prince Edward Island

Dear Sirs or Mesdames:

**Re: Headwater Exploration Inc. (the "Corporation") – Final Short Form Prospectus dated October 8, 2021
(the "Prospectus")**

We refer to the Prospectus relating to the distribution of 50,000,000 common shares ("**Common Shares**") of the Corporation by Cenovus Marten Hills Partnership (including up to 5,000,000 Common Shares issuable on the exercise of an over-allotment option granted to the underwriters).

We consent to the use of our name, Burnet, Duckworth & Palmer LLP on the cover page and under the heading "*Interests of Experts*" in the Prospectus and the use of our name and the reference to our opinion under the heading "*Eligibility for Investment*" in the Prospectus.

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

This is a consent contemplated by Section 10.1 of National Instrument 41-101 – *General Prospectus Requirements*, and to the extent permitted by law we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the Prospectus.

Yours truly,

(signed) "*Burnet, Duckworth & Palmer LLP*"

Burnet, Duckworth & Palmer LLP