

HEADWATER EXPLORATION INC.

**Annual and Special Meeting of Shareholders
of Headwater Exploration Inc. (the "Corporation")**

May 12, 2022

REPORT OF VOTING RESULTS

National Instrument 51-102 – *Continuous Disclosure Obligations*

In accordance with Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the following sets out the matters voted on and the outcome of the vote at the annual and special meeting of shareholders of the Corporation held on Thursday, May 12, 2022.

Description of Matter	Outcome of Vote	Votes by Ballot Only	
		Votes For	Votes Withheld/ Against
1. Ordinary resolution to approve the election of the following persons to hold office until the next general meeting of shareholders or until their successors are elected or appointed. The results of the proxies submitted were as follows:			
Elena Dumitrascu	Elected	161,184,953 (99.803%)	318,318 (0.197%)
Chandra Henry	Elected	159,587,532 (98.814%)	1,915,739 (1.186%)
Jason Jaskela	Elected	156,956,784 (97.185%)	4,546,487 (2.815%)
Phillip R. Knoll	Elected	161,457,065 (99.971%)	46,206 (0.029%)
Stephen Larke	Elected	138,514,146 (85.766%)	22,989,125 (14.234%)
Kevin Olson	Elected	161,337,633 (99.897%)	165,638 (0.103%)
David Pearce	Elected	159,856,264 (98.980%)	1,647,007 (1.020%)
Neil Roszell	Elected	159,739,805 (98.908%)	1,763,466 (1.092%)
Kam Sandhar	Elected	147,100,009 (91.082%)	14,403,262 (8.918%)
2. Ordinary resolution to approve the appointment of KPMG LLP, Chartered Professional Accountants, as independent auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors of the Corporation to fix their remuneration as such.	Passed	167,155,637 (99.954%)	76,758 (0.046%)

Description of Matter	Outcome of Vote	Votes by Ballot Only	
		Votes For	Votes Withheld/ Against
3. Ordinary resolution to approve the new performance and restricted award plan of the Corporation as set forth in the management information circular of the Corporation dated April 1, 2022.	Passed	151,057,747 (93.532%)	10,445,524 (6.468%)