FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: Headwater Gold Inc. (the "Issuer").

Trading Symbol: HWG

Issued and Outstanding Securities of the Issuer Prior to Transaction: 86,736,253

Date of News Release Fully Disclosing the Transaction: August 13, 2026

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

In accordance with CSE Policy 7, the Issuer announces that it has arranged for two service providers to conduct Promotional Activities on behalf of the Issuer.

The Issuer has engaged Departures Capital Inc. ("Departures Capital") to provide marketing and investor relations services designed to enhance the Issuer's investor visibility and awareness. Services may include digital media production, video content, development and maintenance of investor-focused landing pages, electronic communications, digital advertising and other related marketing services. The platform/medium through which the services will occur include www.departurescapital.com, www.youtube.com and other social media outlets. The agreement is effective August 11, 2026 for a six month term to end on February 10, 2027. The total cost to the Issuer is $25,000 in Canadian funds, plus applicable taxes, paid in advance, and includes $15,000 in managed advertising deployed across digital channels. The compensation does not include options to purchase securities of the Issuer. Departures Capital is arm's length to the Issuer and, to the knowledge of the Issuer, neither Departures Capital nor its principals have any present interest, directly or indirectly, in the Issuer's securities, nor any right or intent to acquire such an interest. Departures Capital Inc. can be reached at: #1500 – 409 Granville Street,

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

Vancouver, British Columbia V6C 1T2, Tel: (519) 590-6985, Email: contact@departurescapital.com

The Issuer has engaged CEO.CA Technologies Ltd. ("CEO.CA") to provide advertising services designed to enhance the Issuer's investor visibility and awareness. Services may include desktop and mobile banner advertising, featured news releases, email sponsorships and video interviews syndicated to partners and distributed on CEO.CA website. The agreement is effective August 11, 2026 for a three month term to end on November 11, 2026. The total cost to the Issuer is $15,000 in Canadian funds, plus applicable taxes, paid in advance. The compensation does not include options to purchase securities of the Issuer. CEO.CA is arm's length to the Issuer and, to the knowledge of the Issuer, neither CEO.CA nor its principals have any present interest, directly or indirectly, in the Issuer's securities, nor any right or intent to acquire such an interest. CEO.CA can be reached at: 69 Yonge Street, Suite 200, Toronto, Ontario M5E 1K3, Email: hello@ceo.ca

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: $40,000 .

   (b) Cash: $40,000 .

   (c) Other: ________ .

   (d) Work commitments: ________ .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

   Arm's length negotiation.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A .

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A .

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): N/A

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ___ ____.

   (b) Cash ____ .

   (c) Other ____ .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Arm's length.____
____

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A____
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____ .

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A____
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3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 13, 2026.

Caleb Stroup
Name of Director or Senior Officer

/s/ "Caleb Stroup"
Signature

CEO
Official Capacity