FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Spruce Ridge Resources Ltd.
1080 Conc. 14 RR 4
Simcoe, Ontario
N3Y 4K3

Item 2 Date of Material Change

April 22, 2008

Item 3 News Release

The press release attached as Schedule A was released over Marketwire on April 22, 2008.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

Item 6 Reliance of subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

John Ryan, President & CEO
Spruce Ridge Resources Ltd.
Tel: 519-428-5327

Item 9 Date of Report

April 22, 2008

Schedule A

Spruce Ridge Resources Ltd.

1080 Conc. 14 RR 4 Simcoe, Ontario N3Y 4K3
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PRESS RELEASE 2008 - 3 **April 22, 2008**

SPRUCE RIDGE RESOURCES LTD. AND RX EXPLORATION INC. ANNOUNCE AGREEMENT IN PRINCIPLE TO FORM A JOINT VENTURE ON GROUND ADJACENT TO THE DRUMLUMMON MINE IN MONTANA

FOR IMMEDIATE RELEASE: Toronto, Canada, April 22, 2008 - Spruce Ridge Resources Ltd. (TSXV: SHL) and RX Exploration Inc. (CNQ: RXEX) ("the Companies") are pleased to announce that they have today signed an agreement in principle (the "JV Agreement") whereby a joint venture company will be formed to acquire about 350 to 400 acres of patented mining claims covering an overall length of about five miles (the "JV Property") which are adjacent to RX's Drumlummon Mine near Marysville, Montana. RX is conducting an ongoing underground drilling and rehabilitation program at the Drumlummon Mine which is one of the larger former producers of gold and silver in the Western United States. It is of the "bonanza"- type epithermal deposits which are very young and low temperature in origin and which can produce high grades over large widths.

The JV Property contains tailings from the Drumlummon Mine which, according to historical information, contain substantial recoverable amounts of gold and silver. Historical resource estimates cannot be given as they are not in compliance with current NI 43-101 standards and accordingly cannot be relied upon. The Companies have commissioned a NI 43-101 compliant report to confirm the historical estimates, which will also review the potential for placer mineralization on the JV Property. In addition, the JV Property contains the concrete foundations of a previous 1,000 ton per day mill. The foundations are in excellent condition and may be appropriate for use in the reconstruction of a mill should a production decision be supported by a feasibility study for the JV Property and/or the Drumlummon Mine.

Pursuant to the JV Agreement, Spruce shall have earned its 50% working interest in the JV Property by subscribing to a private placement of RX in the amount of CDN $3,000,000 (the "Private Placement") consisting of a total of 7,500,000 units at a price of CDN $0.40 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share for two years at CDN $0.60 per share. The securities issued are subject to a four month hold period. RX will be responsible for payment of all cash and share payments required to acquire the JV Property with the exception of all reserved royalties on the tailings and placers. Each party will pay its proportionate share of future exploration and development costs. If either party elects not to participate in a program of expenditures, a standard dilution clause will apply, provided that Spruce Ridge shall not be subject to cash calls for at least one year from receipt of all necessary approvals hereunder. A further announcement will be made on the definitive terms of the Joint Venture.

By an agreement dated April 18, 2008, RX acquired the right to purchase outright the JV Property from the arms' length vendors for the sum of US $625,000 plus 350,000 common shares of RX which will be subject to one year hold period. The vendors, who are the same principals from whom RX acquired the Drumlummon Mine, will retain a 2% NSR on tailings and 3% gross royalty on placer mineralization. The JV Property includes all appurtenant water rights.

The completion of the private placement and the acquisition of the JV Property are subject to each of the parties obtaining all necessary approvals including all required consents, approvals and acceptances from applicable securities regulatory authorities including the approval of the TSX Venture Exchange.

The private placement by Spruce Ridge is part of a larger private placement being completed by RX through IBK Capital Corp. of Toronto and is on the same terms and is in addition to the CDN $1,916,800 private placement announced by RX in its press release dated April 11, 2008. The entire private placement by RX has now been completed subject to regulatory approval, and has resulted in total subscriptions of almost CDN $5 million with net proceeds of about CDN $4.5 million which will be used primarily to finance the acquisition of the JV Property, continue development of the Drumlummon Mine, general administrative expenses and working capital.

9% cash commissions and 10% broker's warrants were paid and issued pursuant to the private placement. The broker's warrants are exercisable at CDN $0.40 per share for a two year period.

About Spruce Ridge Resources Ltd.

Spruce Ridge Resources Ltd. is a mineral exploration company engaged in locating, acquiring and exploring for mineral resources, primarily gold and uranium. The Company has three prospective gold properties in Northern Ontario at Nora Lake, Knucklethumb, and Spruce Hull Lake. The Company also has two prospective uranium properties in Western Newfoundland, Canada: (i) the Deer Lake Basin property and (ii) the Turner's Ridge uranium, lead and gold property approximately 30 kilometres to the north. Shares outstanding are 22,114,182.

For further information please contact:

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About RX

RX Exploration Inc. is a reporting issuer in good standing in the Province of Ontario whose shares are listed on CNQ (**Symbol: RXEX)**. There are currently 37,478,508 common shares issued and outstanding.

For further information about RX, please contact:

John F. O'Donnell, Chairman
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Email: johnodonnell@stikeman.to

Murray R. Nye, President
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