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

November 5, 2009

Item 3 News Release

The press release attached as Schedule A was released over Stockwatch on November 5, 2009.

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 A. Ryan, President
Spruce Ridge Resources Ltd.
Tel: 519-428-5327

Item 9 Date of Report

November 5, 2009

Schedule A

Spruce Ridge Resources Ltd.

1080 Conc. 14 RR 4 Simcoe, Ontario N3Y 4K3
Telephone: (519) 428-5327, Fax: (519) 428-5349

PRESS RELEASE 2009 - 7 **November 5, 2009**

Spruce Ridge Resources Announces
Amendments to the Knucklethumb Lake Option Agreement and Hull Lake Option Agreement

Spruce Ridge Resources Ltd. (**TSX-V: SHL**) entered into the Knucklethumb Lake Option Agreement with NWT Copper Mines Ltd. on August 1, 2007 whereby Spruce Ridge was given an option to acquire an undivided 100% interest in certain mineral claims located in the Oboshkegan Township, in the province of Ontario in exchange for Spruce Ridge making periodic option payments totalling $75,000 incurring a total of $800,000 in mineral exploration and development expenditures. The agreement further provides that Spruce Ridge would grant NWT Copper a royalty payment of 3% of Spruce Ridge's net smelter return upon earning a 100% interest in the property, with advance royalty payments of $25,000 commencing on the third anniversary of the agreement and ceasing on or before the first anniversary of the commencement of commercial production. Pursuant to an amendment effective June 30, 2009, Spruce Ridge and NWT Copper have agreed that Spruce Ridge may elect to satisfy the remaining option payment, and Spruce Ridge and NWT Copper may elect to jointly satisfy the advance royalty payments, in either cash or by the issuance of common shares. In each case the Spruce Ridge common shares are valued at the highest of the closing prices on the current and all prior anniversary dates of the option agreement. Spruce Ridge has elected to satisfy the last option payment of $25,000 due on August 1, 2009 ($50,000 has already been paid) by the issuance of 208,333 shares valued at $0.12 per share being the highest of the closing prices on all current and prior anniversary dates of the option agreement.

Spruce Ridge entered into the Hull Lake Option Agreement with NWT Copper Mines Ltd. on September 12, 2003 and has earned an undivided 100% interest in certain mineral claims located in the Oboshkegan Township, in the province of Ontario in exchange for Spruce Ridge making option payments totalling $75,000 and incurring a total of $800,000 in mineral exploration and development expenditures. Pursuant to the agreement Spruce Ridge also granted NWT Copper a 3% net smelter return royalty as a result of having earned a 100% interest in the property, with advance royalty payments of $25,000 commencing on the third anniversary of the agreement and ceasing on or before the first anniversary of the commencement of commercial production. Pursuant to an amendment effective June 30, 2009, Spruce Ridge and NWT Copper have agreed that Spruce Ridge and NWT Copper may elect to jointly satisfy the advance royalty payments in either cash or by the issuance of common shares of Spruce Ridge. The Spruce Ridge common shares are valued at the highest of the closing prices on the current and all prior anniversary dates of the option agreement. Spruce Ridge has elected to satisfy the advance royalties owing of $50,000 ($25,000 due on September 12, 2008 and $25,000 due on September 12, 2009), by the issuance of 161,290 shares valued at $0.155 per share for the 2008 advance royalty payment, and 156,250 shares valued at $0.16 per share for the 2009 advance royalty payment, such share prices being the highest of the closing prices on all applicable current and prior anniversary dates of the option agreement.

For more information about the Knucklethumb Lake Option Agreement and the Hull Lake Option Agreement refer to the profile of Spruce Ridge at www.sedar.com. The foregoing amendments are subject to regulatory approval.

About Spruce Ridge Resources Ltd.

Spruce Ridge Resources is engaged in exploring its Nora Lake and Knucklethumb Lake gold properties in the Beardmore-Geraldton greenstone belt of northwestern Ontario and the Kramer gold property in Western Newfoundland. It has also made a substantial investment in RX Exploration inc., which is exploring the former past producing Drumlummon gold mine in Montana. The company has optioned its Newfoundland uranium properties to Delta Uranium Inc.

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