



Form 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS For the Year Ended April 30, 2019

This management discussion and analysis ("MD&A") has been prepared based on information available to Spruce Ridge Resources Ltd. ("Spruce" or the "Company") as at August 28, 2019. The MD&A of the operating results and financial condition of the Company for the year ended April 30, 2019 should be read in conjunction with the audited financial statements of the Company, including the notes thereto, for the year ended April 30, 2019 and April 30, 2018 which are prepared in accordance with International Financial Reporting Standards ("IFRS") for audited financial statements, and the annual MD&A for the year ended April 30, 2019. Additional information relating to the Company may be found under its profile on SEDAR at www.sedar.com.

The technical information in this MD&A has been reviewed and approved by Mr. Colin Bowdidge, P.Geo., a Qualified Person as defined by National Instrument 43-101.

Management's Assessment of Internal Control Over Financial Reporting ("ICFR")

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. The internal control system was designed to provide reasonable assurance to the Company's management regarding the preparation and presentation of the financial statements

The inherent limitations in all control systems are such that they can provide only reasonable, not absolute, assurance that all control issues and instances of fraud or error, if any have been detected. Therefore, no matter how well designed, ICFR has inherent limitations and can provide only reasonable assurance with respect to financial statement preparation and may not prevent and detect all misstatements.

As the Company is a Venture Issuer (as defined under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) ("NI 52-109"), the Company and Management are not required to include representations relating to the establishment and/or maintenance of disclosure controls and procedures ("DC&P") and/or ICFR, as defined in NI 52-109.

Forward-looking Statements

This MD&A may contain forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out below under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

NATURE OF OPERATIONS AND GOING CONCERN

Spruce Ridge Resources Ltd. ("Spruce" or the "Company") is a public company listed on the TSX Venture Exchange (TSXV-SHL) and is operating under the laws of the Province of Ontario. The Company is an exploration-stage company that is in the process of exploring its mineral properties located in Canada and the United States of America and has not yet determined whether these properties contain reserves that are economically recoverable. The Company's registered head office is located at 7735 Leslie Road West, Puslinch, ON N0B 2J0.

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As at April 30, 2019, the directors and officers of the Company were:

John Ryan	President, CEO and Director
Zoran Popovic	CFO, and Director
Colin Bowdidge	Director
Marc Askenasi	Director
Michael Dehn	Director

These audited financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future, which is at least, but not limited to, one year from April 30, 2018. At April 30, 2019, the Company has not generated any revenues from operations, has an accumulated deficit of \$12,825,242 (April 30, 2018 - \$12,221,664) and has working capital deficiency of \$350,099 (April 30, 2018 - working capital deficiency \$607,186). The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient funds and continue to obtain sufficient capital from investors to meet its current and future obligations. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt which constitutes a material uncertainty as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful and these audited financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

The Financial Statements were approved for issuance by the Company's Board of Directors on August 28, 2019.

DEVELOPMENTS DURING AND SUBSEQUENT TO YEAR ENDED APRIL 30, 2019

On **May 8, 2018** the Company announced it had signed an Option and Joint Venture Agreement with Noble Mineral Exploration Inc. ("Noble") to earn a 75 percent interest in specific target areas having a size of up to 2,000 hectares in Noble's 9,000-hectare Crawford Township property.

First Option:

To earn 51% undivided interest Spruce must make a payment of \$50,000 (Paid July 12, 2018) and make a second payment of \$50,000 not later than six (6) months after the date of the first payment of \$50,000.

Spruce will issue 3,000,000 (Issued) Class A common shares and an additional 3,000,000 common shares not later than one (1) year after the date for the first issue of common shares. Spruce will also issue 5,000,000 (Issued) exercisable warrants with each such warrant being exercisable at an exercise price of \$0.05 per common share and having a term expiring five (5) years after issuance; and will issue an additional 5,000,000 exercisable warrants not later than one (1) year after the date for the first issue of warrants. with each such warrant being exercisable at the lowest exercise price as may be permitted by the TSXVE and having a term expiring five (5) years after issuance.

Spruce will incur a minimum of \$300,000 of Expenditures in the first year following the Effective Date and an additional \$700,000 no later than the date that is eighteen (18) months following the Effective Date.

Second Option:

Effective after Spruce has earned 51% interest, Spruce can earn an additional 24% undivided interest by issuing 2,000,000 common shares, and by incurring a further \$1,000,000 of qualifying expenditures on or before the third anniversary of the execution of the option agreement.

Once 75% is earned (or 51% should Spruce Ridge elect not to acquire a 75% interest), the Crawford Property will be operated as a participating Joint Venture.

On **May 23, 2018** the Company closed a first tranche for gross proceeds of \$221,000, consisting of 5,525,000 common shares and 5,525,000 warrants. A cash finder's fee of \$5,000 was paid in connection with proceeds raised by finders pursuant to the Offering.

On **June 28, 2018** the Company closed a second tranche for gross proceeds of \$101,000, consisting of 2,525,000 common shares and 2,525,000 warrants.

On **July 31, 2018** the Company closed a final tranche for gross proceeds of \$112,900, consisting of 2,822,500 common shares and 2,822,500 warrants. The total raised was \$434,900, 10,872,500 shares and 10,872,500 warrants at an exercise price of \$0.05 for a 36 month period.

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On **July 16, 2018** the Company announced that it received from Noble Mineral Exploration Inc., (TSX-V: NOB) the results of the Artificial Intelligence (AI) carried out by Albert Mining Inc. on Spruce Ridge's recently acquired Crawford Township property.

Albert Mining Inc. of Brossard, Quebec used their proprietary Computer Aided Resources Detection Software (CARDS) "Artificial Intelligence (AI)" Technology and Data Mining Techniques to further enhance and upgrade the target selection process within Project 81 and more specifically on the Crawford Township Property.

CARDS is a state of the art computer system that uses the latest artificial intelligence (AI) and pattern recognition algorithms to analyze large digital exploration data sets, and produce exploration targets. CARDS uses many layers of gridded data (variables) to learn the "signature" of known mineralized sites (positive cells) in a given area. The area is then scored and cells with a high similarity to the sought "signature" are identified.

The current AI study covered the entire Crawford Township and the target objectives were Copper-Zinc and Nickel targets. Spruce Ridge is very pleased with the results of the study which generated eleven Cu-Zn targets that show 80%+ similarity prediction using the AGEO Cu-Zn Model (Figure 1), and nine Ni targets that show 80%+ similarity prediction using the AGEO Ni model (Figure 2). AGEO (Aggregation of GEO-referenced model) is one of two (2) algorithms used to determine and validate the accuracy of prediction of the model. The other being the C-Cluster algorithm which is used to compare and validate predictions generated by the AGEO algorithm.

The Study incorporated a total of 2,632 training points that were subjected to evaluation using merged helicopter-borne Time Domain Electromagnetic (HTEM) and Magnetic surveys completed by Triumph Geophysics in 2017 for Noble Minerals Exploration Inc., at 25 metre grid spacing, together with historical diamond drill hole database compiled by Orix Geoscience of Toronto, to construct the Cu-Zn and Ni "Predictive Models".

On **July 24, 2018** the Company announced that it received a preliminary review and assessment of historical airborne EM and magnetic surveys flown over the Great Burnt Lake Copper Property in south central Newfoundland. The re-interpretation was carried out by Steve Balch, P. Geo., President and founder of BECI, a geophysical services and development company. The review incorporated a 2007 helicopter-borne AeroTEM airborne electromagnetic survey flown for Celtic Minerals Inc.

The re-interpretation of the historical airborne data revealed that the geology in the vicinity of the main target areas may not be as published maps show, and in fact outlines several areas where bedrock inferred as being granitic, may now be underlain by an assemblage of volcanic and ultramafic rocks, more in line with the package of rocks hosting the Great Burnt Main Zone. These areas also have a number of untested EM anomalies which may have been ignored in the past due to the understanding that the areas were underlain by granitic rocks.

The company plans to assemble a list of priority targets and conduct field work to verify the interpretation of the geophysics. A drill program will follow the field work.

On **September 27, 2018** the Company announced that it had signed an LOI with a private group of knowledgeable mining investors to acquire up to 50% of its Option and Joint Venture agreement with Noble Mineral Exploration Ltd. on its Crawford Township property

Option Terms

Optionees will become the Operator for all Exploration Programs and for the First Exploration Program will fund \$150,000 along with the Optionor funding \$150,000 under the First Option, with such funding by the Optionees earning the Optionees an equivalent overall interest of 10% in the Crawford Property. Optionees will also contribute \$25,000 to the Optionor so that Optionor can make the second required \$50,000 payment to Noble.

Optionees can earn an additional equivalent overall interest of 15.5% in the Crawford Property by funding a second round of Exploration with \$400,000 and the Optionor with \$300,000.

Optionees, to earn an additional equivalent overall interest of 12% will fund \$500,000 and the Optionor will fund \$500,000 for the Second Round of Exploration to complete the Second Option.

At the completion of the Second Option, if all the parties have contributed and made all the payments as required, the interests in the Crawford Property would be Noble – 25%, Spruce Ridge – 37.5% and SRS – 37.5%.

On **November 8, 2018** the Company announced that it had closed a non-brokered private placement for gross proceeds of \$400,000 consisting of 7,100,000 non flow-through units ("NFT") for \$355,000 and 900,000 flow-through units ("FT") for \$45,000.

Each NFT unit will be issued at \$0.05 and will consist of one (1) common share and one (1) common share purchase warrant, each warrant exercisable at \$0.05 cents for three years.

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Each FT unit will be issued at \$0.05 and will consist of one (1) FT common share and one half (1/2) common share purchase warrant, each full common share purchase warrant being exercisable at \$0.05 cents for three years.

The proceeds of the financing will be used to advance the Company's Crawford Nickel, VMS property with a Phase 1 drill program and for general working capital. The Company intends to use the net proceeds received from the sale of FT Units to incur Canadian Exploration Expenses (CEE) on its property.

On **November 15, 2018** the Company announced that drilling had begun on their optioned property in Crawford Township, Ontario. The diamond drill program will be approximately 2,000 metres.

The first drill hole is planned to be 600 metres deep and will test the strongest portion of a 3,000 metre long magnetic anomaly within an interpreted ultramafic and mafic intrusive complex covering an area of approximately 3.5 by 2.0 kilometres, estimated from recently completed airborne geophysical surveys. An airborne gravity survey using the Falcon system was recently carried out by Noble Minerals Inc., the Optionor of the Crawford property. A helicopter-borne electromagnetic and magnetic survey also covered the area.

The presence of ultramafic and mafic intrusive rocks is confirmed by limited diamond drilling performed in the 1960s. Ultramafic-mafic complexes are favourable sites for nickel $\pm$ copper $\pm$ cobalt $\pm$ platinum-group elements (PGEs). The primary target of the upcoming drill program is a magnetic anomaly peak and closely associated 1400-metre long EM conductor. An artificial intelligence (AI) assessment of combined geological and geophysical data confirmed the favourable interpretation of the ultramafic-mafic intrusive complex as a target for nickel mineralization, as well as highlighting VMS-type targets elsewhere on the Crawford property (see news release of July 16th, 2018).

The Crawford property is crossed from south to north by provincial highway 655. The target area is 42 kilometres by road from the centre of Timmins, and it is 17 kilometres north of the Kidd Creek zinc-copper-silver mine, which has been in continuous operation for 50 years, producing in excess of 100 million tonnes of ore, making it one of the largest VMS mines in Canada and in the world. The Timmins mining camp has produced more gold than any other mining district in Canada, over 70 million ounces to date. Gold mining commenced in 1909 and continues today, with new discoveries being made in response to new exploration programs. The target area for the present drilling program is within 1,500 metres of highway 655.

Despite being so close to a major mining camp, the Crawford property has seen relatively little historical exploration. It is in the Abitibi Clay Belt; outcrops are essentially non-existent, making conventional prospecting impossible. The clay and till cover is up to 60 metres thick, and the clay interfered with early electromagnetic survey systems, creating false anomalies and distorting bedrock conductive responses so that anomalies often appeared in the wrong place. Modern electromagnetic methods have largely overcome the clay effects and enable definition of drill targets under thick overburden. Magnetic and gravity surveys are also unaffected by clay and have played a major role in defining the current exploration targets.

On **November 20, 2018** the Company announced that drilling had begun on its 100% owned Great Burnt copper-gold Volcanogenic Massive Sulphide (VMS) property in South Central Newfoundland. The diamond drill program will comprise approximately 1,500 metres.

The current drill program will focus on two newly identified, previously untested EM anomalies with similar characteristics to the Great Burnt copper-gold deposit, as well as filling in gaps in the historical drilling patterns on the Great Burnt deposit itself. John Ryan, Spruce Ridge's President and CEO commented: *"We look forward to the results of drill testing previously overlooked anomalies on this exceptionally well mineralized property. Also, infill drill holes on the Great Burnt Main Zone will help to firm up mineral resource estimates, provide additional data on gold grades and provide material for metallurgical testing that will support a planned Preliminary Economic Assessment (PEA) on the Great Burnt deposit."*

The newly identified anomalies come from a re-assessment of a 2007 helicopter-borne AeroTEM survey flown for a previous operator over the Great Burnt property, by Steve Balch, P. Geo., President and founder of BECI, a geophysical services and development company. Re-interpretation of the historical airborne data revealed a number of untested EM anomalies with similar characteristics to the EM response of the Great Burnt copper-gold deposit. It also identified areas that had been previously mapped as granite, which may be underlain by volcanic and sedimentary rocks similar to those hosting known mineralized zones.

The Great Burnt Property is host to the road accessible Great Burnt copper-gold deposit. A 2015 NI 43-101 technical report by P&E Mining Consultants identified Indicated Mineral Resources in the Great Burnt Main and Lower Zones of 382,000 tonnes with an average grade of 2.68% copper, plus Inferred Mineral Resources of 663,000 tonnes averaging 2.31% copper. A "starter pit" identified by P&E includes an Indicated Mineral Resource of 237,000 tonnes at 2.51% copper. Historical drilling provides insufficient gold assay data to allow estimates of the gold content of the Great Burnt deposit.

Subsequent to the 2015 resource estimates, drilling on the Great Burnt Main Zone by Spruce Ridge has resulted in intersections up to 9.45% Cu, 0.36 g/t Au, 0.73% Zn and 8.5 g/t Ag over a core length of 7.50 metres, including 3.00 metres of 19.30% Cu, 0.29 g/t Au, 1.60 % Zn and 16.7 g/t Ag in hole GB-16-8. The property is also host to locally significant gold mineralization that is often closely associated with known zones of copper mineralization including the Great Burnt Main Zone. The property covers a 19-kilometre strike length of favourable stratigraphy containing numerous copper and gold occurrences, many of which have not been evaluated.

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Acknowledgments

Spruce Ridge acknowledges the financial support of the junior exploration assistance program, department of natural resources, government of Newfoundland and Labrador.

On **January 23, 2019** the Company announced results of the first five diamond drill holes in a 10-hole program on its wholly-owned Great Burnt Copper-Gold Project in Newfoundland. The drilling was targeted at the Great Burnt Main Zone, with a view to filling gaps between previous drill holes, testing for possible extensions of the Main Zone, testing a newly identified target from a 2007 airborne EM survey, and retrieving samples for future metallurgical study prior to a planned Preliminary Economic Assessment (PEA). **Results include 20.94 metres of 6.21% copper (Cu), including a 6.98 metre section grading 10.71 % Cu in drill hole GB18-05.** The massive to semi-massive sulphide mineralization also carries low values in gold, silver, zinc and cobalt. The following table summarizes the results for the first five drill holes. Location of 2018 diamond drilling and historical drilling can be found at the end of this news release.

Hole No.	From (metres)	To (metres)	Core Length	Cu (%)	Zn (%)	Co (%)	Au (g/t)	Ag (g/t)
GB18-01 Includes And	5.33 7.00 24.58	14.54 10.00 26.87	9.21 3.00 2.29	1.34 2.24 1.37	- - -	- - -	- - -	- - -
GB18-02	No significant mineralization							
GB18-03 And Includes	84.17 97.54 103.11	88.96 106.17 106.17	4.79 8.63 3.06	0.68 1.81 3.44	- - -	- - -	- - -	- - -
GB18-04	47.80	51.80	4.00	4.42	0.33	0.030	0.06	2.78
GB18-05 Includes	95.76 100.35	116.70 107.33	20.94 6.98	6.21 10.71	0.54 0.90	0.040 0.060	0.09 0.14	7.00 11.85

The widths given above are core lengths. True widths have not been calculated, but are generally 20% to 30% less than core lengths at the Great Burnt deposit.

John A. Ryan President and CEO states: "Results for drill hole 18-05 have surpassed our expectations and have given us hope that the resource can be increased"

On **January 30, 2019** the Company announced results of the last five diamond drill holes in a 10-hole program on its wholly-owned Great Burnt Copper-Gold Project in Newfoundland. The drilling was targeted at the Great Burnt Main Zone, with a view to filling gaps between previous drill holes, testing for possible extensions of the Main Zone, testing a newly identified target from a 2007 airborne EM survey, and retrieving samples for future metallurgical study prior to a planned Preliminary Economic Assessment (PEA). **Results include 9.97 metres of 7.45% copper (Cu), including a 5.03 metre section grading 11.42 % Cu in drill hole GB18-06.** The massive to semi-massive sulphide mineralization also carries low values in gold, silver, zinc and cobalt. The following table summarizes the results for all ten holes of the 2018 program. Location of 2018 diamond drilling and historical drilling can be found at the end of this news release.

Much of the previous drilling on the Great Burnt Main Zone was carried out on sections with a regular 61-metre (200 feet) spacing. Like drill holes GB18-03, -04 and -05 (see press release 2018-01 of January 23, 2019), GB18-06 was drilled to test the zone between two sections where there had been no previous infill drilling. GB18-07 and 18-08 were drilled to test possible down-dip extensions of the Lower Zone. GB18-09 and -10 were drilled to test for a possible extension of the low-grade Stringer Zone to the south and down-dip. Both holes cut disseminated to locally stringery mineralization with lower grades than the Stringer Zone average.

"The results of GB18-05 and GB18-06, combined with the other holes drilled into the Great Burnt Main Zone in 2016 and 2018, lead us to suspect that a recalculation of the mineral resource could possibly lead to a significant increase in the copper grade" stated John A. Ryan, CEO of Spruce Ridge.

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The 2018 diamond drilling program at Great Burnt was carried out under the supervision of Brian Willett, P.Geo. The NQ-size core was quartered with a diamond saw; one quarter was sent for analysis, one quarter was retained as a witness, and half core was placed in vacuum-sealed bags to preserve its freshness for future metallurgical testing. Analyses were performed by Eastern Analytical of Springdale, NL. Gold was determined by fire assay on 30-gram splits; all other elements were analysed by ICP after aqua regia digestion, and overlimit analyses (i.e. over 1% Cu, 0.22% Zn, 0.055% Co and 6 g/t Ag) were repeated using assay procedures. Eastern Analytical is certified to ISO/IEC 17025 with accreditation to the assay methods used.

Hole No.	From (metres)	To (metres)	Core Length	Cu (%)	Zn (%)	Co (%)	Au (g/t)	Ag (g/t)
GB18-01 Includes And	5.33 7.00 24.58	14.54 10.00 26.87	9.21 3.00 2.29	1.34 2.24 1.37	0.02 0.03 0.08	0.009 0.016 0.028	0.011 0.015 0.028	0.4 0.9 0.7
GB18-02	No significant mineralization							
GB18-03 And Includes	84.17 97.54 103.11	88.96 106.17 106.17	4.79 8.63 3.06	0.68 1.81 3.44	0.03 0.03 0.04	0.009 0.016 0.007	0.016 0.015 0.033	0.3 0.6 1.3
GB18-04	47.80	51.80	4.00	4.42	0.33	0.030	0.06	2.8
GB18-05 Includes	95.76 100.35	116.70 107.33	20.94 6.98	6.21 10.71	0.54 0.90	0.040 0.060	0.09 0.14	7.0 11.8
GB18-06 Includes	104.56 106.80	114.53 111.83	9.97 5.03	7.45 11.42	0.43 0.57	0.034 0.042	0.081 0.094	4.5 6.2
GB18-07	No significant mineralization							
GB18-08	No significant mineralization							
GB18-09 And	39.26 73.70	57.26 81.85	18.00 8.15	0.23 0.19	0.01 0.01	0.005 0.006	0.016 0.021	0.4 0.2
GB18-10	31.00	33.40	2.40	0.19	0.06	0.003	0.084	1.0

On **March 30, 2019** the Company announced results of its 2018 winter drill program on the Crawford nickel project near Timmins, Ontario. Four holes totalling 1,818 metres were drilled on the Crawford Ultramafic Complex. Three of the holes intersected serpentinized dunite with persistent nickel values greater than 0.25% Ni over core lengths of up to 291 metres. Using a lower threshold of 0.20% Ni, long intervals are present in all four holes, with a maximum core length of 558 metres. Individual samples of 1.5 metre core intervals reported up to 0.669% Ni. Potentially significant assays of cobalt, platinum and palladium were also reported.

The 2018 drilling program by Spruce Ridge and its Joint Venture partner, a group of private investors, was focussed on the Crawford Ultramafic Complex, a 3.5-kilometre long body of peridotite, dunite and their serpentinized equivalents. The target was defined by a helicopter-borne magnetic and electromagnetic survey and an airborne gravity survey, both conducted over of the entire project area of 100 sq. km. An Artificial Intelligence (A.I.) review of data, provided by Albert Mining Inc. (TSX-V AIIM), also identified the area as being prospective for nickel.

Three holes - CR18-01, 18-03 and 18-04 - of 594, 606 and 402 metres tested the axial part of the main magnetic anomaly. Holes CR18-03 and 18-04 cut through the southwestern contact of the dunite, while 18-01 was entirely within the dunite. Hole CR18-02 tested a well-defined conductor that was defined by the Airborne survey. It was explained by a fault and fracture zone in dunite. Levels of nickel and associated metals were lower in CR18-02.

The type example of the exploration model that the Company used at Crawford is the Dumont Nickel deposit of Royal Nickel Corporation ("RNC"), 220 kilometres to the east in the Abitibi region of Québec. A 2013 Mineral Resource estimate in a 43-101 technical report addressed to RNC quotes Measured plus Indicated Mineral Resources of 1.66 billion tonnes grading 0.27% Ni, 107 ppm Co (cobalt), 0.009 g/t Pt (platinum) and 0.020 g/t Pd (palladium) plus an Inferred Mineral Resource of 0.5 billion tonnes grading 0.26% Ni, 101 ppm Co, 0.006 g/t Pt and 0.012 g/t Pd. While some similarities may exist, mineralization hosted by the Dumont Deposit is not necessarily indicative of mineralization hosted on the Company's Crawford Nickel Project. The following table summarizes the results averaged over their respective intervals.

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CRAWFORD NICKEL PROJECT - 2018 DIAMOND DRILLING RESULTS										
DDH ID	Hole dip	Hole azimuth	From (m)	To (m)	Core Length	Ni (%)	Co (ppm)	Pt (g/t)	Pd (g/t)	Au (g/t)
SUMMARY OF INTERVALS PASSING 0.25% Ni CUTOFF										
CR18-01	-60°	035°	234.00	525.00	291.00	0.293	118	0.011	0.020	0.002
includes	-60°	035°	238.50	393.00	154.50	0.320	120	0.012	0.029	0.001
includes	-60°	035°	238.50	283.50	45.00	0.384	144	0.019	0.061	0.001
CR18-03	-50°	035°	475.50	606.00 eoh	130.50	0.299	140	0.028	0.055	0.006
includes	-50°	035°	492.00	547.50	55.50	0.324	139	0.028	0.096	0.005
includes	-50°	035°	492.00	516.00	24.00	0.333	140	0.060	0.201	0.011
CR18-04	-50°	035°	205.50	402.00 eoh	196.50	0.332	135	0.010	0.027	0.002
includes	-50°	035°	208.50	285.00	76.50	0.358	156	0.017	0.041	0.001
includes	-50°	035°	208.50	220.50	12.00	0.532	220	0.030	0.070	0.001
SUMMARY OF INTERVALS PASSING 0.20% Ni CUTOFF										
CR18-01	-60°	035°	36.00 eoc	594.00 eoh	558.00	0.261	127	0.010	0.016	0.002
CR18-02	-50°	035°	24.00 eoc	175.50	151.50	0.224	126	0.005	0.005	0.001
CR18-02	-50°	035°	175.50	216.00 eoh	40.50	Dunite less than 0.20% Ni				
CR18-03	-50°	035°	51.00 eoc	288.00	237.00	Mafic volcanic and marginal zone				
CR18-03	-50°	035°	288.00	606.00 eoh	318.00	0.248	126	0.019	0.028	0.003
CR18-04	-50°	035°	42.00 eoc	72.40	30.40	Mafic volcanic				
CR18-04	-50°	035°	72.40	193.50	121.10	Dunite less than 0.20% Ni				
CR18-04	-50°	035°	193.50	402.00 eoh	208.50	0.324	135	0.018	0.028	0.003
SELECTED INTERVALS WITH ELEVATED PGEs										
CR18-03	-50°	035°	492.00	493.50	1.5	0.285	140	0.219	0.567	0.004
CR18-03	-50°	035°	507.00	511.50	4.50	0.339	140	0.059	0.498	0.048
CR18-04	-50°	035°	165.00	166.50	1.50	0.182	120	0.069	0.570	0.006
Dumont Deposit average grade for comparison						0.27	107	0.009	0.020	n/a
Note: eoc = End of Casing; eoh = End of Hole										

The economic potential of the Dumont deposit derives from the fact that the rock is serpentinized; the olivine which is the dominant mineral in peridotite and dunite is converted to the mineral serpentine. The nickel which was previously contained in the olivine (and hence not recoverable by conventional technology) has been liberated and is contained in sulphide or metallic minerals that can be concentrated.

Metallurgical testwork by RNC has yielded concentrates with over 29% Ni and 1% Co. The high concentrate grade is a function of the very low sulphur content of the rock, so that most of the recoverable nickel is in low-sulphur minerals like heazlewoodite, or no-sulphur minerals like awaruite (a nickel-iron alloy).

The dunite intersected by the Crawford drilling has been extensively serpentinized and hence is considered to have the potential to contain recoverable nickel. The table given above indicates that the Crawford drilling yielded long intervals with average grades of nickel, cobalt and platinum-palladium (referred to as PGEs or Platinum Group Elements) significantly higher than those at the Dumont deposit.

The process of serpentinization involves the introduction of water into the rock, and there is also a very substantial volume increase. Fresh, unaltered dunite and peridotite typically has a density, or specific gravity ("SG") in the range of 3.2 to 3.4. The average SG of the Dumont deposit is 2.55 which makes it lighter than most other rocks of igneous origin which have typical SG's of 2.6 to 2.9 depending on composition. The core from the Crawford drilling had SG measurements made at regular intervals. Average SG for intervals grading over 0.25% Ni was 2.61, for intervals between 0.20% and 0.25% Ni was 2.62 and for intervals less than 0.20% Ni was 2.63, all comparable to the Dumont deposit and implying a high level of serpentinization.

The low density of serpentinized dunite and peridotite explains why the target area was chosen, not having a positive gravity anomaly. Serpentinization releases iron that had been contained in olivine to form magnetite, so the ideal "Dumont-type" target is a magnetic anomaly without a directly associated gravity anomaly. In addition to the two 3.5-kilometre long branches of the magnetic anomaly tested by the 2018 drill holes, there are two separate, but possibly related magnetic anomalies just to the north and northeast, that remain to be tested.

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John Ryan, CEO of Spruce Ridge, stated that “These results are very encouraging. They show a similarity to the Dumont deposit in Québec. The unusually high PGE values in some intervals in our drilling also raise the possibility that we might encounter a PGE-bearing “reef” somewhere on this exciting project. I would like to thank DR. K. Sethu Raman for his leadership role in this Nickel discovery.”

The Company plans to have core samples analyzed by scanning electron microscope to determine what minerals host the nickel, and to roughly estimate their abundance. The second round of drilling will focus on untested anomalies identified by previous surveys.

The Company plans to have core samples analyzed by scanning electron microscope to determine what minerals host the nickel, and to roughly estimate their abundance. The second round of drilling will focus on untested anomalies identified by previous surveys.

Analyses quoted in this news release were performed by Activation Laboratories (ActLabs) at their facilities in Timmins and Ancaster, Ontario. ActLabs is a Canadian-owned analytical and assay laboratory certified to ISO/IEC 17025 with CAN-P-1579 (Mineral Analysis). Analyses for precious metals (Pt, Pd, Au) were done by Fire Assay on 30-gram splits with ICP-OES analysis. Nickel and cobalt were determined by ICP-OES after sample preparation by sodium peroxide fusion.

QA-QC: The Company relied heavily on internal QA/QC analytical procedures used by ActLabs which included the use of between 10 and 16 separate standards for different groups of elements in the ICP-OES peroxide fusion package (of which 3 included nickel and 4 included cobalt). Two standards were used for the fire assay procedures, one of which was included for every 20 samples in a batch. Duplicate analyses were performed on every fifth sample, and blanks were inserted after every tenth sample. Additionally, the company performed independent analysis of a duplicate pulp from approximately every fifth sample (184 out of 975 samples), using a portable X-Ray fluorescence instrument. Results accorded closely to those from the ActLabs ICP-OES peroxide fusion analyses. Cobalt and precious metal concentrations were too low to be reliably determined by portable XRF technology.

Sample Preparation and Security: NQ size drill core was delivered in closed boxes by drill crews after every shift, to the Company's secure core shack in Timmins. Core was cut using a diamond saw in lengths of 1.5 metres, under the supervision of William MacRae, P.Geol., the project geologist. After every day of core cutting, Mr. MacRae personally delivered bagged and tagged samples to the Timmins laboratory of ActLabs.

On April 18, 2019 the Company provided an update on the Great Burnt property and the status of its activities.

GREAT BURNT MAIN ZONE

In the 2016 drilling program, four closely spaced holes (GB16-08 to 16-11) were drilled into the Main Zone to obtain core samples for a proposed program of metallurgical test work prior to a contemplated Preliminary Economic Analysis (PEA). Three of the four returned much higher copper grades than expected. The grades of the core samples were therefore not representative of the deposit as a whole, and the metallurgical work and PEA were postponed. Gold values were reported for several sampled intervals, but they did not reproduce well and further work is needed to make any estimate of the overall gold content of the Main Zone.

In the 2018 drilling program, six holes were drilled on the Main Zone. Four of these holes also returned good grades and widths. Split core from these drill holes was preserved in vacuum-packed bags, and will be added to cores preserved in deep-freeze from the 2016 drilling, to be used in planned metallurgical testing.

Table 2 lists all the drill intercepts on the Main Zone, with true width (TW) calculated or measured from cross sections, and grade-thickness products (GTP) which are the multiples of true widths and copper grades ($\text{Cu} \times \text{TW}$). Intercepts with GTP less than 2 have been excluded. The 2016 and 2018 drill holes are highlighted in yellow.

On the company's website at <http://sprucridgeresources.com/great-burnt.php#mainzone> a newly compiled longitudinal section of the Great Burnt Main Zone, which displays pierce points for each drill hole, with the copper grade and true width.

The GTP has been gridded and displayed in colour for clarity. The outline of a “starter pit” as conceptualized by P&E is also shown.

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PLANNED WORK ON THE GREAT BURNT MAIN ZONE

1: Diamond Drilling: The longitudinal section on the company's website shows targets for 15 proposed drill holes, designed to add new data that will make a revised resource estimate for the Main Zone more robust. Eleven of the holes will test the zone within the limits of the conceptualized starter pit. These drill holes comprise approximately 2,500 metres of diamond drilling, planned for the summer of 2019. Down-hole electromagnetic surveying is also planned to be performed on the deeper holes, to search for downward extensions of the zone.

2: Metallurgical testing: Preliminary metallurgical test work is planned, using drill core preserved from the 2016 and 2018 drilling programs.

3: Revised Mineral Resource and PEA: All the post-2015 drilling data will be incorporated in an updated mineral resource estimate and PEA, which is expected to be based on a starter pit, similar to the one outlined on the longitudinal section, followed by underground mining of the remainder of the Main Zone and the Lower Zone.

GREAT BURNT LOWER ZONE

The Great Burnt Lower Zone is a relatively flat lying zone, with a moderate dip to the southeast. It may be a folded continuation of the Main Zone, or a physically separate zone. It has been drilled on a wide spacing. A visualization on the Company's website illustrates the geometry of the Main and Lower Zones. The best historic drill intercept on the Lower Zone, in hole GB130, averaged 3.49% Cu over 11.62 metres (TW approximately 8.34 metres), including 8.54% Cu over 1.98 metres (TW approximately 1.47 metres). There are no drill holes that penetrate the plane of the Lower Zone within 75 metres of the GB130 pierce point.

Two of the drill intercepts that had been previously interpreted as being in the Lower Zone, GB90 and GB135, appear, on the latest analysis, to align themselves better with the Main Zone, and are included in Table 2 and shown on the current longitudinal section.

PLANNED WORK ON THE GREAT BURNT LOWER ZONE

1: Diamond Drilling and down-hole EM surveying: A further 2,500 metres is planned to firm up the resource estimate on the Lower Zone, also with down-hole EM surveying to look for extensions of the zone and/or new zones in the vicinity.

SOUTH POND ZONES

The South Pond "A" copper-gold zone (see mineral resource estimates in Table 1) is open at depth and requires additional drilling to fully delineate it. The South Pond "B" zone is 1,100 metres long and comprises only gold mineralization; with drill intercepts of up to 4.75 g/t Au over 4.33 metres (true width 3.0 metres) and 1.16 g/t Au over 28 metres (true width approximately 25 metres). It is also open at depth and requires further drilling. If the Company is successful in obtaining a permit to cut an access trail from the Great Burnt Main Zone to the South Pond "B" zone the plan would be to drill a couple of holes to confirm the results from drilling that was done in the early 80's.

ADDITIONAL EXPLORATION TARGETS

A helicopter-borne EM and magnetic survey of the 15-kilometre long Great Burnt property was performed in 2007 by Aeroquest International for a previous operator. A re-appraisal of the data has indicated several rather subtle EM anomalies with similar characteristics to the Great Burnt Main Zone that remain to be tested. Also, prospecting from previous operators located mineralized boulders with up to 2.5% zinc and 13% copper in grab samples, in an area called the End Zone, 6 kilometres north of the Great Burnt Main Zone. The Company has no immediate plans for this target, or any of a handful of other exploration-level targets on the property; proposing to dedicate its exploration activities on the Great Burnt Main and Lower Zones.

Drill holes GB1 and GB2 were drilled in opposite directions from the same collar in the middle of the mineralized zone. True width of the combined intersection was measured on the cross section
Core angle is the angle between the axis of a drill hole and the plane of the Main Zone, at the pierce point, as measured on cross sections

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<http://spruceridgeresources.com/great-burnt.php#mainzone>.

On June 11, 2019 the Company announced the results of mineralogical studies on drill core samples from the Company's Crawford project near Timmins, Ontario (see Figure 1). The recent 1,818-metre, 4-hole drill program resulted in wide intersections of up to 558 metres of serpentinized peridotite and dunite with consistent concentrations of nickel, cobalt, palladium and platinum (see news release of March 1st, 2019).

Twelve samples of drill core were selected from 1.5-metre analyzed intervals, to cover a range of nickel, cobalt and palladium contents as well as differing degrees of serpentinization and a range of sulphur contents. Polished thin sections were made from the core samples and were examined under reflected-light microscope and a scanning electron microscope (SEM), which provided chemical analyses of individual mineral grains to aid in their identification.

The following minerals were identified as carrying most of the nickel and cobalt (in order of decreasing abundance): pentlandite (nickel-iron sulphide), heazlewoodite (nickel sulphide), awaruite (nickel-iron alloy) and minor godlevskite (nickel sulphide with minor iron). The pentlandite, which dominates the sulphide mineral assemblage, typically contains between 3% and 4% of cobalt by weight. Grain size varies from 5 to 100 microns, with most of the cobaltiferous pentlandite being in the coarsest fraction.

Also noted in small quantities, were an unknown cobalt-nickel-iron sulphide mineral and an unknown copper-iron-palladium-platinum oxide mineral with the approximate composition 40% Cu, 15% Pd and 1% Pt.

In addition to the mineralogical identification, additional analysis was performed on pulps of the 12 core intervals from which the mineralogy samples were taken. The original multi-element analysis was performed by ICP-OES on samples prepared by sodium peroxide fusion, which digests the entire rock to give total concentrations of the analyzed elements. The new analysis was also done by ICP-OES on samples digested in aqua regia, which will dissolve sulphides, oxides and metallic minerals but will not have an effect on silicate minerals like the olivine which originally contained most of the nickel and associated metals, or the serpentine that formed during low-temperature alteration of the rock. The aqua regia analyses give an estimate of the percentages of nickel and cobalt that were "liberated" during serpentinization. The following table gives the original peroxide fusion-ICP and the aqua regia-ICP analyses of nickel and cobalt, and the percent of "liberation". The reader is cautioned that not all the "liberated" metals would be recoverable because some of them are in very fine mineral grains.

DDH No.	From	To	Length (m)	Co fus ppm	Co AR ppm	Percent Liberated	Ni % FUS	Ni % AR-ICP	Percent Liberated	S % FUS
CR18-01	165.0	166.5	1.5	240	193	80%	0.669	0.431	64%	0.28
CR18-01	238.5	240.0	1.5	120	105	88%	0.297	0.203	68%	0.02
CR18-01	243.0	244.5	1.5	170	149	88%	0.487	0.332	68%	0.15
CR18-01	286.5	288.0	1.5	150	130	87%	0.345	0.232	67%	0.18
CR18-01	423.0	424.5	1.5	120	85	71%	0.317	0.203	64%	0.03
CR18-01	588.0	589.5	1.5	110	87	79%	0.272	0.178	65%	0.01
CR18-03	508.5	510.0	1.5	140	108	77%	0.332	0.217	65%	0.01
CR18-03	535.5	537.0	1.5	140	109	78%	0.337	0.227	67%	0.07
CR18-03	594.0	595.5	1.5	150	110	73%	0.349	0.205	59%	0.05
CR18-04	165.0	166.5	1.5	120	52	43%	0.182	0.050	27%	< 0.01
CR18-04	216.0	217.5	1.5	260	206	79%	0.647	0.423	65%	0.60
CR18-04	337.5	339.0	1.5	130	103	79%	0.427	0.275	64%	0.20
Mean Co liberation						77%	Mean Ni liberation		62%	

Mr. Ryan stated "We are very encouraged by these preliminary results which suggest that a significant portion of the metals contained in this deposit may be recoverable by conventional metallurgical processes. We will continue to explore and evaluate the Crawford ultramafic complex, which is 3.8 kilometres long and 1.9 kilometres wide. So far, we have barely scratched the surface."

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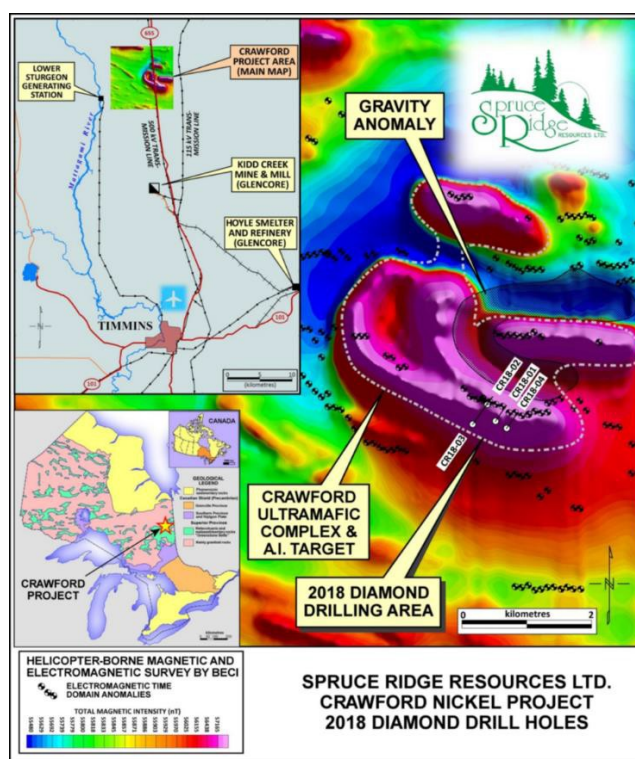


Figure 1

Future plans for the Crawford project include additional drilling to assess the dimensions of the mineralized zone, and additional metallurgical tests to determine how much of the nickel and associated metals are recoverable by standard methods.

Spruce Ridge and its joint-venture partner, a group of private investors, have the option to earn up to 75 percent interest in 2,000 hectares of the Crawford project from Noble Mineral Exploration Ltd.

Technical material in this news release has been prepared and/or reviewed by Colin Bowdidge, Ph.D., P.Geo., a Qualified Person as defined in National Instrument 43-101. Analyses quoted in this news release were performed by Activation Laboratories Ltd. ("ActLabs") in their Timmins and Ancaster facilities.

SELECTED ANNUAL INFORMATION

The following table sets forth a summary of the financial results for the years ended April 30, 2019, 2018 and 2017:

Years ended April 30 (CDN \$)	2019	2018	2017
Interest income	Nil	Nil	Nil
Net Loss and Comprehensive Loss	\$603,577	\$209,089	\$119,259
Basic Income (Loss) per share	(\$0.007)	(\$0.003)	(\$0.002)
Total assets	\$1,915,651	\$1,486,626	\$1,473,233

The Company has been and is still in the stages of identifying, acquiring and exploring mineral interests. To date, the Company has not been in a position to derive any revenues from its projects. Revenues reported by the Company relate to property rentals.

Acquisition costs of mineral rights and option payments are capitalized until the properties are abandoned or the rights expired. Exploration expenditures, however, are expensed and charged to operations until such time proven reserves are determined. To date, the Company has not discovered any such reserves.

RESULTS OF OPERATIONS

The Company has no operating revenues other than rental income and relies on external financings to generate capital. Because of its activities, Spruce generally incurs net losses. For the year ended April 30, 2019, Spruce had rental income of \$18,950 and a loss of

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\$603,577 respectively (2018 – rental income was \$14,100 and a loss of \$209,089). The Company incurred \$392,600 in exploration expenses (2018 – \$35,543). The Company drilled the Great Burnt Copper property and the newly acquired Crawford nickel VMS property.

The Company routinely monitors its operations and costs associated with those operations, in order to better plan and implement its activities, taking into consideration the current economic climate and industry outlook. For the year ended April 30, 2019, Spruce reported total general and administrative expenses ("G&A") of \$130,779 (2018 - \$195,365).

The following schedule describes the main components of G&A for the year:

Year ended April 30	2019	2018
	\$	\$
Management fee	60,000	60,000
Amortization	7,774	9,443
Professional fees	28,609	24,961
Filing fees	4,173	11,194
Interest expense – note payable	570	6,980
Office and general	522	664
Property expenses	11,606	17,711
Investor and shareholder relations	17,525	64,682
	130,779	195,365

Overall general and administrative expenses decreased \$64,586. Interest expense, investor and shareholder expenses and property expenses account for most of this decrease.

As at April 30, 2019 investments in securities available for sale was composed of:

April 30, 2019	Number of Shares	Cost	Fair Value
Cash			\$23
Cerro Grande Mining Corp.	26,150	\$20,593	131
		\$20,593	\$154

The Company is exposed to unrealized gains or losses on its available for sale securities due to the price volatility and other market factors common to these types of investments. For the year ended April 30, 2019 the Company recorded unrealized loss on marketable securities of Nil compared to an unrealized loss of \$1,512 for the year ended April 30, 2018. This unrealized gain is included in other income.

EXPENDITURES ON RESOURCE PROPERTIES

A summary of exploration expenditures incurred for the year ended April 30, 2019 is as follows:

	Great Burnt	Crawford	Total
	\$	\$	\$
Field Expenses	77,221	16,823	94,044
Geo's	35,052	14,951	50,003
Drilling	162,051	90,230	252,281
Assays	8,329	19,233	27,562
Government grant	(51,090)	-	(51,090)
Mining lease payment	19,800	-	19,800
	251,363	141,237	392,600

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SELECTED QUARTERLY INFORMATION

	QUARTER ENDED			
	30-Apr	31-Jan	31-Oct	31-Jul
	2019	2019	2018	2018
Total assets	1,915,651	2,020,075	1,924,785	1,882,805
Mineral properties	1,630,606	1,687,627	1,662,627	1,654,020
Working capital (deficiency)	(350,099)	(407,533)	(224,632)	(310,739)
Shareholders' equity	1,374,521	1,386,526	1,535,897	1,443,127
Comprehensive (loss)	(73,853)	(412,371)	(42,231)	(75,123)
Loss per share	(0.001)	(0.004)	(0.001)	(0.001)

	QUARTER ENDED			
	30-Apr	31-Jan	31-Oct	31-Jul
	2018	2018	2017	2017
Total assets	1,486,626	1,493,260	1,455,603	1,449,382
Mineral properties	1,352,862	1,341,961	1,317,479	1,293,479
Working capital	(607,186)	(559,799)	(506,068)	(429,570)
Shareholders' equity	847,466	886,199	917,694	980,638
Comprehensive Loss	(38,734)	(31,494)	(62,945)	(75,916)
Loss per share	(0.001)	(0.000)	(0.001)	(0.001)

LIQUIDITY & FINANCING

The Company had a working capital deficiency of \$350,099 as at April 30, 2019 (April 30, 2018 - working capital deficiency was \$607,186). Expenses will be paid either from the sale of company assets and or non-interest bearing loans by the President. The President will continue to loan the Company funds required to advance its exploration properties and to pay administration costs. Currently the President and or companies he controls is owed \$410,966.

The ability of the Company to successfully acquire additional mineral projects and to develop its existing properties is conditional on its ability to secure financing when required. The Company proposes to meet additional financing requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times required or desired by the Company.

The Company will require additional funds to meet current liabilities, acquire additional mineral projects and to develop its existing properties. The Company proposes to meet additional financing requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times required or desired by the Company. Accordingly, the Company's financial statements have been prepared on a going concern basis. Material adjustments could be required if the Company cannot obtain adequate financing. See "Risks Factors" below.

CAPITAL RESOURCES

The Company's primary capital assets are exploration and evaluation assets. The Company expenses all costs related to the mineral properties until the properties are put into production and amortized or abandoned and written off, or written down. As of April 30, 2019, the Company has incurred \$392,600 on exploration expenses.

SHARE CAPITAL

Issued and outstanding: April 30, 2019 – 95,708,622

Issued and outstanding: August 28, 2019 (date of this report) – 3,000,000 shares issued to acquire the Crawford property.

Warrants outstanding: April 30, 2019 – 43,417,500

Warrants outstanding: August 28, 2019 – 48,417,500 – 5,000,000 warrants issued to acquire the Crawford property.

Options outstanding: April 30, 2019 – 3,500,000

Options outstanding: August 28, 2019 – 3,500,000

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RELATED PARTY TRANSACTIONS

No director fees have been paid to directors.

As at April 30, 2019, \$60,000 (April 30, 2018 - \$60,000) was accrued or paid to a company controlled by the President of the Company for management and accounting services, with \$Nil (April 30, 2018 - Nil) remaining in accounts payable and \$210,000 (April 30, 2018 - \$160,000) remaining in accrued expenses as at April 30, 2019.

Included in accounts payable is an amount of \$126,108 (April 30, 2018 - 109,182) owing to the President of the Company. These amounts relate to expenses incurred by the President on behalf of the Company.

As at April 30, 2019, \$10,518 (April 30, 2018 - Nil) was accrued or paid to the Vice President of Exploration for geological services, with \$Nil (April 30, 2018 - Nil) remaining in accounts payable.

The amount due to director as at April 30, 2019 is \$74,857 (April 30, 2018 - \$290,858). The loan is non-interest bearing and has no set terms of repayment.

OFF-BALANCE SHEET TRANSACTIONS

As at April 30, 2019, the Company had no off-balance sheet arrangements such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to Spruce.

RISK FACTORS

Spruce's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

Capital Requirements

The Company will require significant capital in order to fund its operating costs and to explore and develop any project. Spruce has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. Spruce will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to Spruce or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of Spruce, the interests of shareholders in the net assets of Spruce may be diluted. Any failure of Spruce to obtain financing on acceptable terms could have a material adverse effect on Spruce's financial condition, prospects, results of operations and liquidity and require Spruce to cancel or postpone planned capital investments.

Dependence on Mineral Exploration Projects

Any adverse development affecting the progress of Company's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company and its business or prospects.

Metal Prices

The development and success of any project of the Company will be primarily dependent on the future price of gold and other metals. Gold and base metal prices are subject to significant fluctuation and are affected by a number of factors, which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold and other precious and base metals has fluctuated widely in recent years, and future serious price declines could cause any future development of and commercial production from the Company's properties to be impracticable. Depending on the price of gold and other metals, projected cash flow from planned mining operations may not be sufficient and the Company could be forced to discontinue any development and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mining properties is dependent on gold and base metal prices that are adequate to make these properties economic.

Furthermore, reserve calculations and life-of-mine plans using significantly lower gold and other metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting the Company's possible future reserve estimates and its financial condition, declining commodity prices may impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

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Government Regulation, Permits and Licences

The Company's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other exploration and mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than Spruce Ridge Resources Ltd.. As a result of this competition, Spruce may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the financial condition and any future revenues and operations of Spruce could be materially adversely affected.

Exploration, Development and Operational Risk

The exploration for, and development of, mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties, which are explored, are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, and government regulations including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Spruce not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by Spruce towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore. Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold and other precious or base metals. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Joint Venture Strategy

Spruce's business strategy includes continuing to seek new joint venture opportunities. In pursuit of such opportunities, Spruce may fail to select appropriate joint venture partners or negotiate acceptable arrangements, including arrangements to finance such opportunities or, where necessary, integrate the acquired businesses and their personnel into Spruce's operations. Spruce cannot assure that it can complete any business arrangement that it pursues on favorable terms, or that any business arrangements completed will ultimately benefit Spruce's business.

Reliance on Management and Key Employees

The success of the operations and activities of Spruce is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside

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contractors, experts and other advisors. Spruce does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely affect Spruce's operations and financial performance.

No Assurance of Titles, Boundaries or Approvals

Titles to Spruce's properties may be challenged or impugned, and title insurance is generally not available. Spruce's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, Spruce may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. Spruce cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect Spruce's operations.

Environmental Risks and Hazards

All phases of Spruce's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Spruce's operations. Environmental hazards may exist on the properties in which Spruce holds interests which are unknown to Spruce at present and which have been caused by previous or existing owners or operators of the properties.

Uninsured Risks

Spruce's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Spruce's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although Spruce maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. Spruce may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to Spruce on affordable and acceptable terms. Spruce might also become subject to liability for pollution or other hazards which may not be insured against or which Spruce may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Spruce to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

Application of new International Financial Reporting Standards ("IFRS")

The following standards were adopted on May 1, 2018:

IFRS 9 Financial Instruments ("IFRS 9"): This standard replaced IAS 39 Financial Instruments: Recognition and Measurement. This standard sets out revised guidance for classifying and measuring financial assets and liabilities and introduces a new expected credit loss model for calculating impairment of financial assets and includes a reformed approach to hedge accounting. The standard also requires that when financial liabilities measured at amortized cost are modified or exchanged, and where such modification or exchange does not result in derecognition, that the adjustment to the amortized cost of the financial liability be recognized in profit or loss.

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which the assets are managed and their cash flow characteristics. IFRS 9 contains three principal classification categories for financial assets: amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The standard eliminates the IAS 39 categories of held to maturity, loans and receivables and available for sale.

IFRS 9 contains two principal classification categories for financial liabilities: amortized cost and fair value through profit or loss (FVTPL).

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies for financial instruments. There were no financial assets or financial liabilities that were subject to reclassification, or to which the company elected to reclassify, upon adoption of IFRS 9.

IFRS 15 Revenue from Contracts with Customers ("IFRS 15"): Under the standard, revenue is recognized when a customer obtains control of promised goods or services in an amount that reflects the consideration the entity expects to receive in exchange for those goods and services. In addition, the standard requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

Since the company has no revenues, the application of this new standard had no impact on the reported results. There was no impact on the cash flows from operating activities as a result of adopting this standard.

SPRUCE RIDGE RESOURCES LTD
Management Discussion & Analysis
For the Year Ended April 30, 2019

OUTLOOK

Great Burnt Copper/Gold Property – Central Newfoundland

The **Great Burnt property** in central Newfoundland includes the **Great Burnt copper deposit**. A 43-101 technical report by P&E Mining Consultants Inc. with an effective date of September 4th, 2015 contained an Indicated Mineral Resource of **382,000 tonnes grading 3.23% copper** in the Main and Lower Zones, Plus an Inferred Mineral Resource of **663,000 tonnes grading 2.31% copper**. These estimates were based on diamond drilling carried out between 1966 and 2008. Since then, Spruce Ridge has conducted two diamond drilling programs, in 2016 and 2018, with 9 holes intersecting the Great Burnt Main Zone. The weighted average of assays of all the mineralized intervals in those 9 holes was **5.09% Cu and 0.267 grams per tonne gold (g/t Au)**. Management does not know if this implies that the historical drilling (most of which was carried out with 21 mm diameter EX drill core versus the 48 mm diameter NQ core from the recent drilling) might have understated the copper grade due to incomplete sulphide-rich core. Alternatively, the recent drilling may have fortuitously intersected higher grade sections of the Main Zone. The Mineral Resource estimates do not include gold grades because all the pre-1997 drilling did not include gold assays.

Plans for the advancement of the Great Burnt project are two-fold:

- Further diamond drilling to test obvious gaps in the existing drill hole pattern, plus stripping of the Main Zone, which comes to surface over a length of 150 metres, to map and assess the structural geology of the deposit. These steps will be followed by an updated Mineral Resource statement.
- Metallurgical testing, using archived drill core from the 2016 and 2018 programs. The mineralogy of the Great Burnt copper deposit is simple, and no major obstacles to the development of a satisfactory metallurgical process are anticipated. This work will be followed by a Preliminary Economic Analysis (PEA) of a potential mining operation.

Additionally, the Company plans further exploration on the 12-kilometre long Great Burnt property, which includes the South Pond "A" Zone with an Indicated Mineral Resource of 47,000 tonnes grading 1.77% Cu and 1.61 g/t Au, plus an Inferred Mineral Resource of 191,000 tonnes of 1.55% Cu and 1.06 g/t Au. The 1,100-metre long South Pond "B" zone comprises only gold mineralization with drill intercepts of up to 4.75 g/t Au over 4.33 metres (true width 3.0 metres) and 1.16 g/t Au over 28 metres (true width approximately 25 metres). Both zones are open at depth.

Crawford Nickel/VMS Property – Northern Ontario

The 2018 diamond drilling program on the **Crawford nickel property** has demonstrated the existence of wide zones of nickel mineralization with grades in the 0.25% to 0.40% range, with individual 1.5-metre core samples assaying up to 0.67% nickel (Ni). The mineralization also has low, but significant, contents of cobalt, platinum and palladium. The mineralization is hosted in serpentinized dunite. The serpentinization is ubiquitous, based on visual identification and measurements of specific gravity and magnetic susceptibility. Mineralogical studies have shown that nickel-rich, potentially recoverable, nickel-rich minerals including pentlandite, heazlewoodite and awaruite are present. Selective digestion analyses compared with total-digestion analyses suggest that 62% of the nickel and 77% of the cobalt in the original peridotite is present in those nickel-rich minerals.

The model used to appraise the economic potential of the Crawford nickel mineralization is the Dumont nickel deposit, of Royal Nickel Corporation ("RNC"), 220 kilometres to the east in the Abitibi region of Québec. A 2013 Mineral Resource estimate in a 43-101 technical report addressed to RNC quotes Measured plus Indicated Mineral Resources of 1.66 billion tonnes grading 0.27% Ni, 107 ppm Co (cobalt), 0.009 g/t Pt (platinum) and 0.020 g/t Pd (palladium) plus an Inferred Mineral Resource of 0.5 billion tonnes grading 0.26% Ni, 101 ppm Co, 0.006 g/t Pt and 0.012 g/t Pd. RNC has stated that the Dumont deposit is "one of the largest undeveloped nickel deposits in the world". The RNC technical report on the Dumont deposit projects recoveries between 42% and 49%, on the basis of very extensive metallurgical testwork.

The results of the 2018 diamond drilling program at Crawford, although only four holes were drilled on a geophysically indicated length of over 3 kilometres, suggest that the grades of nickel, cobalt, platinum and palladium may be 10% to 25% higher than those at the Dumont deposit.

The Company plans on additional drilling to extend the mineralization, and also preliminary bench-scale metallurgical testing to determine potential metal recoveries.

John Ryan, CPA, CGA
Chief Executive Officer
August 28, 2019