

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Spruce Ridge Resources Ltd.
7735 Leslie Road West, Puslinch, ON
N0B 2J0

Item 2 Date of Material Change

February 18, 2020

Item 3 News Release

The press release attached as Schedule A was released on February 19, 2020.

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) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

John Ryan
President and CEO
519 822 5904

Item 9 Date of Report

February 21, 2020

Schedule A

Spruce Ridge Sells its Interest in the Crawford Nickel-Cobalt Sulphide Project

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Spruce Ridge Resources Ltd. (TSX-V SHL) - ("Spruce Ridge" or the "Company") is pleased to announce that further to its news release of October 1, 2019, the Company has entered into an agreement (the "Termination Agreement") with Noble Mineral Exploration Inc. ("Noble") and Canada Nickel Company Inc. ("Canada Nickel") to terminate the option and joint venture agreement dated May 4, 2018 (the "Crawford JV Agreement") between the Company and Noble. The Crawford JV Agreement is subject to an amendment between the Company and certain private investors (the "Investors") dated September 9, 2018 (the "Investor Agreement").

In conjunction with the entering of the Termination Agreement, the Company has also entered into an agreement with Investors to terminate the Investor Agreement (the "Investors Termination Agreement").

The Crawford JV Agreement

Under the Crawford JV Agreement, as amended by the Investor Agreement, Spruce has the right, subject to the terms and conditions thereof, to earn up to a 75% undivided interest in the Crawford project and the Investors have the right to earn up to a 37.5% undivided interest in the Crawford project (with Spruce retaining a 37.5% undivided interest therein). For a more detailed description of the Crawford JV Agreement and the Investor Agreement, please refer to Noble news release dated May 8, 2018 and Spruce Ridge release dated September 27, 2018 (both available under the applicable corporate profiles on www.sedar.com).

The Termination Agreement and Investors Termination Agreement

Pursuant to the Termination Agreement, Noble, Canada Nickel and the Company have agreed to terminate the Crawford JV Agreement on the following terms (the "Termination Agreement Terms"):

- Noble is issuing a \$1,000,000 promissory note to Spruce Ridge and 10,000,000 units of Noble to Spruce Ridge. Each Noble unit is comprised of one common share and one half of one common share purchase warrant, each whole warrant exercisable for three years from the date of issuance at a price of \$0.15 per common share of Noble;
- Canada Nickel is issuing 20,000,000 common shares of Canada Nickel to Spruce Ridge for a deemed aggregate value of \$5,000,000;
- Spruce Ridge is issuing 2,000,000 common shares of Spruce Ridge to Noble for a deemed aggregate value of \$130,000; and
- Noble is entering into an agreement with Spruce Ridge regarding the transfer of the ownership of the mineral claims and the various patented properties (the "Crawford VMS Assets") on an as-is where-is basis pursuant to an agreement providing that Noble has the right to acquire up to a 25% interest in the Crawford VMS Assets, exercisable at any time by making a payment to Spruce Ridge in the amount of the *pro rata* costs of exploration expenditures incurred by Spruce Ridge on the Crawford VMS Assets and, for greater certainty, also providing Spruce Ridge with the right to exchange and substitute other potential VMS properties (being patented properties or mineral claims) held by Noble within Crawford Township with properties of the same size from the Crawford VMS Assets on the same terms as provided in the Crawford JV Agreement.

Pursuant to the Investors Termination Agreement, the Company and the Investors have agreed to terminate the Investor Agreement on the following terms (the "Investors Termination Agreement Terms"):

- Spruce Ridge is transferring 10,000,000 common shares in the capital of Canada Nickel received under the Termination Agreement to the Investors for a deemed aggregate value of \$2,500,000; and
- Spruce Ridge is issuing 10,000,000 Spruce Ridge Units to the Investors for a deemed aggregate value of \$650,000. Each Spruce Ridge unit is comprised of one common share and one half of one common share purchase warrant, each whole warrant exercisable for three years from the date of issuance at a price of \$0.10 per common share of Spruce Ridge.

The Crawford JV Agreement and the Investor Agreement are being terminated pursuant to the consolidation of the Crawford properties as described in the Company's news release of October 1, 2019.

The Company is pleased to announce that the transactions contemplated by the Termination Agreement and the Investors Termination Agreement have been completed, and the Termination Agreement Terms and Investors Termination Agreement Terms were completed as of February 18, 2020.

About Spruce Ridge Resources Ltd.

Spruce Ridge holds a 100% interest in the Great Burnt Copper-Gold Property in Central Newfoundland which covers a series of copper ± gold rich VMS deposits. Spruce Ridge Resources signs implementation agreement for consolidation and spin-out of Crawford Nickel Project to Canada Nickel Company Inc. Final approval is expected shortly. In 2015, Spruce Ridge optioned its Viking/Kramer gold properties in Western Newfoundland to Anaconda Mining Inc.

For further information please contact:

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Email: spruceridgeresources@gmail.com

Forward-Looking Statements

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the intention to complete the transactions, and the Company's objectives, goals or future plans. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to an inability to complete the transactions, failure to identify mineral resources, failure to convert estimated mineral resources to reserves, delays in obtaining or failures to obtain required regulatory, governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.