Form 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS
For the Year Ended April 30, 2016

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 29, 2016. The MD&A of the operating results and financial condition of the Company for the year ended April 30, 2016 should be read in conjunction with the audited financial statements of the Company, including the notes thereto, for the year ended April 30, 2016 and April 30, 2015 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, 2016. 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. Tim Froude, 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 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.

As at April 30, 2016, the directors and officers of the Company were:

John Ryan	President, CEO and Director
Zoran Popovic	CFO, and Director
Colin Bowdidge	Director
Pierre Gagnon	Director
Marc Askenasi	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, 2016. At April 30, 2016, the Company has not generated any revenues from operations, has an accumulated deficit of $11,893,317 (April 30, 2015 - $11,539,705) and has working capital deficiency of $596,991 (April 30, 2015 - working capital deficiency $492,488). 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 29, 2016.

DEVELOPMENTS DURING AND SUBSEQUENT TO YEAR ENDED APRIL 30, 2016

On September 4, 2015 the Company announced further to our announcement dated February 27, 2015 that it has acquired 100% interest in the Great Burnt Copper Property in Central Newfoundland from Pavey Ark Minerals Inc. ("Pavey Ark"), subject to regulatory approval. The Great Burnt Copper Property consists of one mining lease and 5 mineral exploration licences (156 contiguous claim units) with a total area of 4,065 ha. The Property includes the Great Burnt Copper Deposit, a copper-rich volcanogenic massive sulphide (VMS) deposit, as well as the North Stringer Zone, and the South Pond Copper Deposit, and several exploration targets.

P&E Mining Consultants Inc. ("P&E") of Brampton, Ontario completed a NI43-101 Technical Report and Resource Estimate on the Great Burnt Property for Pavey Ark which has been filed on www.sedar.com. The report dated September 4th, 2015 and entitled, Technical Report and Resource Estimate on the Great Burnt Copper Property, Central Newfoundland, was prepared by Eugene Puritch, P.Eng., President of P&E, an independent "Qualified Person", for the purposes of NI43-101. P&E has estimated that the Property has Indicated Resources of 441,100 tonnes at 2.50% Cu (24.3 million lbs of Cu) plus Inferred Resources of 829,300 tonnes at 2.11% Cu (38.6 million lbs of Cu) at a 1.0% Cu cut-off. These resources are divided among the Great Burnt Main and Lower Zones, the North Stringer Zone and the South Pond "A" Zone. P&E considers that the Great Burnt Property contains a significant copper resource and merits further evaluation. P&E's recommendations include an initial exploration program budgeted at $268,000 comprising re-assaying existing drill core for gold at the South Pond Copper Deposit, 600 m of diamond drilling to test priority targets, initial metallurgical testwork, and a preliminary economic analysis (PEA) to evaluate developing a surface starter pit and underground mining operation on the Property. P&E has identified several exploration targets on the 14-km-long favourable metavolcanic and metasedimentary stratigraphy. In addition to the VMS copper mineralization, the targets include the South Pond Gold Zone that, with the South Pond Copper Deposit, presents over 2 km strike length of near-surface gold-copper mineralization.

Spruce Ridge will pay $390,000.00 plus issue 200,000 common shares (issued) and 300,000 Warrants (issued). Pavey Ark acknowledges the receipt of $25,000 deposit (paid) from Spruce Ridge, which Pavey Ark shall apply to payment on account of the purchase price with the balance of $365,000 as a non-convertible loan, with principal and interest at 8% (annually) amortized over 36 months with payments starting August 2015 ($73,739 paid). Pavey Ark will retain a 0.5% Net Smelter Royalty on any production from Mining Lease ML211 and that part of Exploration Licence 21732M that was part of former Exploration Licence 10210M; and a 2% net smelter royalty on any production from the Mineral Exploration Licenses numbered 6682M, 6683M, 9881M, 20961M and that part of 21732M that was not part of former Exploration Licence 10210M. In the event that the loan is paid in full prior to December 31, 2015, the 2% net smelter royalty on and production from the Mineral Exploration Licenses numbered 6682M, 6683M, 9881M, 20961M and that part of 21732M that was not part of former Exploration Licence 10210M will be reduced to 1.5%.

The 200,000 common shares will have a deemed value of $10,000 or $0.05 per share and will be subject to a four month hold from the date of issue. The 300,000 warrants will have an exercise price of $0.10 per common share for a period of five years from the date of issue. The Warrants are subject to the right of the Company to accelerate the exercise period. If after four months and one day from the issuance of the Warrants, common shares of the Company trade at or above CDN $0.15 for a period of 20 consecutive trading days, the Company may notify the warrant holder to exercise the Warrants at a date no later than 30 calendar days after this notification date or forfeit any unexercised warrants at that time.

Shares for Debt

On October 28, 2015, the TSX Venture Exchange accepted the Company's proposal to issue 4,000,00 common shares to the President and CEO, a "non-arm's length" individual (John Ryan), at a deemed price of $0.05 per share, to settle a portion of an outstanding loan. Pursuant to this $200,000 debt settlement, the outstanding amount of this loan immediately after the transaction was reduced to $224,392. John Ryan's shares held in the capital stock of the Company was increased to 8,229,722 shares inclusive of the debt settlement shares representing ownership of 15.3% of the 53,716,122 shares of the Company.

As at April 30, 2016, a remaining outstanding loan owing to this "non-arm's length" individual, John Ryan, existed in the amount of $271,865. The remaining loan is non-interest bearing and has no set terms of repayment.

The disinterested directors of the Company approved this debt settlement. The securities to be issued will be subject to a hold period of four months and one day.

The participation in the debt settlement by a "related party" of the Company, namely, John Ryan, President and Chief Executive Officer, who is an insider of the Company, constitutes a "related party transaction" as such term is defined by Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"), requiring the Company, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". The Company is relying on the exemptions from the formal valuation and minority approval requirements of MI 61-101 pursuant to which a formal valuation and minority approval are not required in the event that at the time the transaction is agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves interested parties, exceeds 25 per cent of the Company's market capitalization.

For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. John Ryan is 7735 Leslie Road West, Puslinch, ON N0B 2J0. Prior to the debt settlement, John Ryan held 4,229,722 shares and 500,000 management incentive options. Upon completion of the debt settlement, John Ryan owned 8,229,722 Common Shares representing approximately 15.3% of the 53,716,122 common shares issued and outstanding after the debt settlement, and approximately 16.1% of the issued and outstanding common shares if John Ryan exercises the 500,000 management incentive options held by him. Mr. Ryan acquired the common shares for investment purposes, and has no current intention to increase the beneficial ownership of, or control or direction over, securities of the Company.

On November 30, 2015 the Company announced positive due diligence sampling results from the South Pond "A" Zone (also known as the South Pond Copper Deposit) on the 100% owned Great Burnt Property. The South Pond "A" Zone is 10 kilometres north of the Great Burnt Main Zone and has been delineated over a northeasterly strike length of more than 900 metres. It is up to 15 metres wide and dips at 60° west to a vertical depth of 150 metres. ("P&E"), in the technical report referred to above, estimated resources at the South Pond "A" Zone as follows:

Indicated	**47,000 t**	**1.38% Cu**	**1.4 million lbs Cu**
Inferred	**166,000 t**	**1.30 % Cu**	**4.8 million lbs Cu**

The South Pond "A" Zone was known to contain locally significant gold values, but historical sampling of drill core for gold was neither extensive nor consistent and the resource estimates prepared by P&E did not include an estimation of its gold potential. P&E did however complete random analyses for gold from South Pond and results included up to 3.91 g/t Au over 1.98 meters (drill hole SP-31. The original sampling completed by Asarco in the late 1950s and early 1960s were selective in nature and did not include assaying for gold. The 1987 BP sampling (for gold only) of Asarco's core did not include copper assaying as BP simply used Asarco's original assay value for copper.

In September, 2015, Spruce Ridge completed a program of due diligence sampling of archived core from South Pond for gold as well as base metals, to be used in future resource updates at South Pond. The sampling focused on the historical assay intervals reported from drill programs by Asarco and BP, with additional sampling of previously un-sampled sulphide rich intervals. Where possible, the same historical intervals were sampled by quartering of the archived core. Spruce Ridge sampling included re-sampling all previously sampled intervals, and also infilled sections between sampled intervals that were not previously sampled. The program was successful in re-confirming the copper values reported historically as well as copper values reported by P&E during their sampling of the South Pond core, in addition to confirming significant gold throughout the South Pond "A" Zone.

The inconsistent and selective assaying completed by Asarco and BP are illustrated in the table below, with results from drill hole SP-31

HOLE #	FROM m	TO m	LENGTH m	ASARCO Cu %	BP Cu %	BP Au ppb	Spruce Ridge Assay #	Spruce Ridge Au ppb	Spruce Ridge Cu %
SP-31	71.02	73.00	1.98	2.27	2.27	2565	186881	2833	2.47
SP-31	73.00	74.07	1.07	N/A	0.26	108	186882	71	0.80
SP-31	74.07	74.83	0.76	1.78	1.78	901	186883	991	1.57
SP-31	74.83	76.50	1.67	N/A	N/A	N/A	186884	238	0.55
SP-31	76.50	77.42	0.92	1.17	1.17	2755	186886	1493	2.00
SP-31	77.42	78.33	0.91	N/A	0.008	10	186887	447	0.40

With consistent and reliable gold assay data in hand, Spruce Ridge intends to update the mineral resource estimates at the South Pond "A" Zone to incorporate both copper and gold values.

On February 10, 2016 the Company announced it had entered into an option agreement with Anaconda Mining Inc., to sell the Viking and Kramer gold properties in Western Newfoundland.

Terms of the option and royalty agreements

The Viking Agreement: To earn 100% interest in Viking, Anaconda is required to make aggregate payments to Spruce Ridge of $300,000 ($25,000 received) over a five-year term based on milestones to production including a final payment of $175,000 upon commencement of commercial production. Anaconda can pay all fees at any time during the option period. In addition, the Company granted warrants to Spruce Ridge to purchase 350,000 common shares in the capital of Anaconda at an exercise price of $0.10 per share, which expires in three years of the effective date of the agreement. Further, the Viking agreement provides for one-half of one percent (0.5%) Net Smelter Returns royalty ("NSR") to Spruce Ridge on the sale of gold from Viking.

The Kramer Agreement: To earn 100% interest in Kramer, Anaconda is required to make aggregate payments to Spruce Ridge of $132,500 over a five-year term, beginning with an initial payment of $12,500 (received) on closing with increasing payments based on the anniversary of the effective date of the agreement. In addition, the Company issued 250,000 common shares (received) in the capital of Anaconda with a four month plus a day holding period. Further, the Kramer agreement provides for a two percent (2%) NSR to Spruce Ridge on the sale of gold from Kramer. The NSR is capped at two and one-half million dollars ($2,500,000), after which, the NSR will be reduced to one percent (1%). Anaconda is required to spend a total of $750,000 in qualified exploration expenditures on Kramer during the option period.

On February 23, 2016 the Company announced it had commenced diamond drilling operations at the 100% owned Great Burnt Property. The company is also planning a revised resource estimate for the South Pond "A" zone following the resampling of historical drill core, referred to above.

The 2016 Phase 1 program will focus on drill testing high priority, coincidental airborne EM ± soil geochemical ± geological targets that were not drill tested by previous property owners and that lie within 1.5 kilometres of the Great Burnt Main Zone (GBMZ). A total of 2000 metres are planned in six to eight holes located north of the GBMZ, with most targets lying along the same stratigraphic horizon that hosts the GBMZ. The current program will also recover sufficient core from the GBMZ to facilitate metallurgical testing ahead of a planned Preliminary Economic Evaluation. The program is expected to last from 4 to 6 weeks.

On February 29, 2016 the Company announced a private placement of up to 20.0 million Units of common shares and warrants for gross proceeds of $400,000. Each Unit consists of one common share at $0.02 per common share and one full warrant to acquire one additional common share of the Company at $0.10 per share for a period of five years from the date of closing.

The terms of the private placement are according to the TSX Venture Exchange discretionary waivers of five-cent minimum pricing requirement bulletin dated April 7, 2014, and are subject to exchange approval.

On April 20, 2016 the Company announced it had closed a private placement for 10,000,000 million units at $0.02 per share for gross proceeds of $200,000. Each Unit consists of one common share at two cents per common share and one full warrant to acquire one additional common share of the Company at $0.10 per share for a period of five years from the date of closing. One director of Spruce Ridge subscribed for 3,500,000 shares. All securities issued in connection with the offering are subject to a four-month hold period, in accordance with securities regulation.

As at April 30, 2016, the shares and warrants relating to the above noted $200,000 in gross proceeds had not been issued.

On May 24, 2016, the Company received approval from the TSX Venture Exchange to issue the 10,000,000 private placement units.

On April 26, 2016 the Company announced it had drilled four holes into the Main Zone of the Great Burnt Copper Deposit to obtain core for bench-scale metallurgical testing. The four holes were all positioned to "twin" an historical drill hole, GB-01-04, drilled by Celtic Minerals in 2001, which was chosen because it had returned copper values close to the average grade of the Deposit. However, three of the four new drill holes gave average **copper contents that were more than twice (and up to 3.6 times) the expected grade**. Drill intersections ranged 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. Not only are the copper grades higher than expected, but there are substantial contents of gold, zinc and silver, none of which had been previously considered to be present in economically significant quantities in the Great Burnt Copper Deposit. Individual assays ranged **up to 20.00% Cu, 2.91 g/t Au, 1.66% Zn and 16.8 g/t Ag**. The following table gives results for all four drill holes, as well as the historical hole GB-01-04 for comparison:

Hole Number	From (m)	To (m)	Core Length (m)	Cu%	Au g/t	Zn %	Ag g/t
GB-16-8	60.00	67.50	7.50	9.45	0.36	0.73	8.5
Includes	61.50	64.50	3.00	19.30	0.29	1.60	16.7
GB-16-9	64.70	70.45	5.75	6.68	0.87	0.94	6.2
includes	66.20	67.70	1.50	11.70	0.13	1.10	10.2
and	67.70	69.20	1.50	7.81	2.91	1.30	6.9
GB-16-10	60.50	68.00	7.50	2.12	0.37	0.10	2.5
GB-16-11	63.50	69.50	6.00	4.53	0.78	0.30	3.8
Historical results for comparison							
GB-01-04	64.46	69.34	4.88	2.61	n/a	0.02	1.0

The zinc and silver analyses tend to follow the copper, but the gold is erratically distributed and higher gold values are often associated with lower copper assay results which points to the possibility that gold may have been introduced in a separate event from the copper mineralization. Assaying for gold by previous operators on the Great Burnt property has sometimes been selective, furthermore early drilling consisted of small diameter EX core questioning sample quality and consistency, therefore an evaluation of all historic assaying is required and is being initiated. Check sampling in 2015 as part of the due diligence prior to the NI 43-101 Mineral Resource Estimate by P&E Mining Consultants Inc. did include gold assays, which averaged 0.35 g/t Au for the same 23 samples that averaged 2.50% Cu. No gold content was estimated in the NI 43-101 Mineral Resource Estimate due to the absence of gold assays from the 1950's drill holes.

John A. Ryan, President and CEO, made the following statement: "To say that these results were surprising is an understatement. We had drilled into a pocket of high grade copper with significant gold, zinc and silver credits, which had been missed by the historical drill hole only a few metres away. There was no indication in any of the historical drill holes to suggest the presence of high grade copper mineralization, or of any substantial gold, zinc or silver values in the Great Burnt Main or Lower Copper Zones.

"As we have previously announced, our plans are to carry out bench-scale metallurgical tests, followed by a Preliminary Economic Assessment ("PEA") based on the concept of a 'starter pit' on the Great Burnt Main Copper Zone. Subject to a favourable PEA and finding a suitable custom mill, we would subsequently initiate mining in the starter pit and use the cash flow from that to work towards possible production from the Great Burnt Lower Copper Zone, the South Pond "A" copper-gold zone and the South Pond "B" gold zone.

"At this point, obviously we don't know how extensive this new high grade section is, and therefore we can't predict how it will affect the average grade of the Great Burnt Main Copper Zone as a whole. However, if there are just a few more high grade pods like this, even of limited size, they could have a favourable impact on the economics of the starter pit. Enhanced cash flow at the beginning of a possible mining operation would be of material assistance to our plans, since it would yield additional capital to assist funding expansion into the anticipated full-scale mine operation."

"Concurrently with the metallurgical testing, and before we proceed to the PEA, we plan to re-examine and re-assay some of the historical drill core and check to see if we can find any other intervals of gold mineralization. The fact that higher gold values are not necessarily associated with higher copper values in this year's drill holes means that we might be able to locate other gold-enriched areas within the overall mineralized zone."

The Great Burnt property has a current total Inferred Mineral Resource of 442,000 tonnes averaging 2.50% Cu, plus a total Inferred Mineral Resource of 829,000 tonnes averaging 2.11% Cu, using a 1.0% Cu cutoff, as presented in a report dated September 8, 2015, entitled "Technical Report and Resource Estimate on the Great Burnt Copper Property, Central Newfoundland", prepared by Eugene Puritch, P.Eng., President of P&E Mining Consultants Inc., and an independent "Qualified Person", for the purposes of NI43-101. The total is contained within four zones with current Indicated and/or Inferred Mineral Resources, as summarized in the following table:

	Tonnes	Grade Cu%	Contained Cu - million lbs
Great Burnt Copper Deposit Main Zone			
Indicated	360,000	2.65	21.0
Inferred	239,000	2.44	12.9
Great Burnt Copper Deposit Lower Zone			
Indicated	22,000	3.23	1.6
Inferred	424,000	2.23	20.8
North Stringer Zone			
Indicated	13,000	1.24	0.4
South Pond "A" Copper-Gold Zone *(see note below)*			
Indicated	47,000	1.38	1.4
Inferred	166,000	1.30	4.8
Total			
Indicated	442,000	2.50	24.4
Inferred	829,000	2.11	38.6

On May 9, 2016 the Company announced it had established an independent special strategic committee (the "SSC"). The SSC is mandated to evaluate strategic alternatives regarding the Company's Great Burnt Copper/Gold project located in central Newfoundland, Canada, to deliver recommendations to the Board, and to negotiate potential transactions which may materialize and which may be confirmed by the Board as being in the best interests of the Company.

The SSC has not established a definitive timeline for its strategic review process; however, it intends to assess all available alternatives and opportunities over the next few months. Details of potential developments, if any, will not be disclosed unless and until the Board has approved a specific transaction, or otherwise determines that disclosure is appropriate or required. There are no guarantees or certainties that the review process conducted by the SSC will result in any transaction.

The SSC consists of the Company's two independent directors — Messieurs Marc Askenasi and Pierre G. Gagnon.

The Company further announced it had entered into an agreement with IBK Capital Corp. ("IBK" or the "Agent"), under which IBK has agreed to act as the agent for the private placement by Spruce Ridge of up to 20,000,000 units at a price of $0.05 per Unit for gross proceeds to the Company of up to $1,00,000.

Each Unit will consist of one common share of the Company (a "Share") and one common share purchase warrant of the Company (a "Warrant"). Each Warrant will be exercisable to acquire one common share of the Company at an exercise price of $0.05 for a period of 5 years from closing.

These proceeds will be used for exploration on the Company's 100% owned Great Burnt Copper / Gold property in central Newfoundland and for working capital.

The Agent will receive a cash commission equal to 9% of the aggregate gross proceeds from the placement, and broker warrants equal to 10% of the Units sold in the placement, each exercisable to acquire one Unit at a price of $0.05 for a period of 5 years from closing.

All securities issued under the placement will be subject to a four-month hold period from the date of closing. The placement is subject to the approval of the TSX Venture Exchange.

On June 20, 2016 the Company announced it had extended the expiry date of its previously announced private placement (see Press Release May 9th, 2016). The closing date will now be on or before July 20, 2016. The Private Placement is subject to TSX Venture Exchange approval.

On July 7, 2016 the Company announced an updated mineral resource estimate at the Great Burnt Project's South Pond "A" Zone that now includes a gold resource and an increased copper resource. The Great Burnt Project is located in Newfoundland, Canada and consists of four prospective copper and gold zones (The Great Burnt Zone, South Pond "A" Zone, South Pond "B" Zone and the End Zone Prospect).

In September, 2015, Spruce Ridge completed a program of re-sampling of archived core from South Pond for gold as well as base metals. The re-sampling focused on the historical assay intervals reported from drill programs by Asarco and BP, with additional sampling of previously un-sampled sulphide rich intervals. Where possible, the same historical intervals were sampled by quartering of the archived core. Spruce Ridge re-sampling included all previously sampled intervals, and also in-filled sections between sampled intervals that were not previously sampled. The program was successful in re-confirming the copper values reported historically as well as copper values reported by P&E during their due diligence sampling of the South Pond core, in addition to confirming significant gold mineralization throughout the South Pond "A" Zone.

Current South Pond "A" Zone Copper/Gold Mineral Resource at 1.0% Cu Cut-Off

Indicated	**47,000 t**	**1.77% Cu**	**1.8 million lbs Cu**	**1.61 g/t Au**	**2,400 oz Au**
Inferred	**191,000 t**	**1.55 % Cu**	**6.5 million lbs Cu**	**1.06 g/t Au**	**6,500 oz Au**

Previous South Pond "A Zone" Copper Mineral Resource at 1.0% Cu Cut-Off

Indicated	**46,900 t**	**1.38% Cu**	**1.4 million lbs Cu**	**-**	**-**
Inferred	**166,200 t**	**1.30% Cu**	**4.8 million lbs Cu**	**-**	**-**

The Great Burnt Project includes three distinct mineralized zones: (1) the Great Burnt Copper Deposit, with total updated NI 43-101 mineral resources including Indicated Resources of 442,000 tonnes at 2.54% Cu (24.8 million lbs of contained Cu) and Inferred Resources of 854,000 tonnes at 2.14% Cu (40.2 million lbs of contained Cu) at a 1.0% Cu cut-off; (2) the South Pond "A" Zone (subject of this news release) ; and (3) the South Pond "B" gold zone, where diamond drilling by BP

Minerals in 1987 reported gold mineralization along a length of 1000 metres, including 1.16 g/t Au over a core length of 28 metres (see Figure 1). The 10-kilometre stretch between the Great Burnt Copper and South Pond "A" and "B" zones contain significant, untested exploration targets.

Spruce Ridge's plans for the Great Burnt Project include the following:

1. At the Great Burnt Copper Deposit, metallurgical testing of drill core obtained in the winter 2016 drill program with a view to generating a Preliminary Economic Assessment,

2. At the South Pond "A" copper-gold zone, additional diamond drilling to test the zone at depth and potentially increase the mineral resource,

3. At the South Pond "B" gold zone, additional diamond drilling to assess the continuity of the zone and evaluate its economic potential,

Exploration of priority targets, including the End Zone, where prospectors working for Celtic Minerals had located mineralized boulders with reported copper contents up to 13% Cu, whose source has not yet been found.

On July 19, 2016 the Company announced it had extended the expiry date of its previously announced private placement (see Press Release May 9th, 2016). The closing date will now be on or before August 19, 2016. The Private Placement is subject to TSX Venture Exchange approval.

On August 19, 2016 the Company announced it had extended the expiry date of its previously announced private placement (see Press Release May 9th, 2016). The closing date will now be on or before September 19, 2016. The Private Placement is subject to TSX Venture Exchange approval.

SELECTED ANNUAL INFORMATION

The following table sets forth a summary of the financial results for the years ended April 30, 2016, 2015 and 2014:

Years ended April 30 (CDN $)	**2016**	**2015**	**2014**
Interest income	Nil	Nil	Nil
Net Loss and Comprehensive Loss	$353,612	$95,241	$826,984
Basic Income (Loss) per share	($0.007)	($0.002)	($0.018)
Total assets	$1,420,373	$1,330,972	$1,360,040

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, 2016, Spruce had rental income of $7,581 and a loss of $353,612 respectively (2015 – rental income was $12,550 and a loss of $95,241). Exploration expenses were $371,030 (2015 - $1,575).

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, 2016, Spruce reported total general and administrative expenses ("G&A") of $20,128 (2015 - $20,340).

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

Year ended April 30	2016	2015
	$	$
Management fee	36,000	36,000
Amortization	15,348	18,408
Professional fees	21,000	19,500
Filing fees	12,938	8,460
Interest expense – note payable	17,763	-
Office and general	969	1,744
Property expenses	6,727	5,158
Travel	154	1,367
Investor and shareholder relations	4,663	9,890
	115,562	100,527

Overall general and administrative expenses increased $15,035. Filing fees were higher due to mining property acquisition and interest expense was from the note payable that was issued to acquire the Great Burnt Copper-Gold property.

As at April 30, 2016 investments in securities available for sale was composed of:

April 30, 2016	Number of Shares	Cost	Fair Value
Cash			$201
Anaconda Mining	250,000	15,000	15,000
Cerro Grande Mining Corp	26,150	20,593	654
Delta Uranium	400,000	19,000	-
Firstgold Corp	260,000	72,650	-
Sage Gold	35,000	1,361	3,661
Americas Silver Corporation	20,000	69,469	7,600
		$198,044	**$25,555**

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, 2016 the Company recorded unrealized gain on securities of $1,380 compared to an unrealized loss of $5,689 for the year ended April 30, 2015. This unrealized gain is included in other income.

EXPENDITURES ON RESOURCE PROPERTIES

A summary of exploration expenditures incurred for the year ended April 30, 2016 is as follows:

	Viking	Great Burnt	Total
	$	$	$
Field Expenses	-	61,963	61,963
Geo's	2,500	25,385	27,885
Drilling	-	253,478	253,478
Assays	-	10,469	10,469
Mining lease payment	-	17,235	17,235
	2,500	368,530	371,030

SELECTED QUARTERLY INFORMATION

	QUARTER ENDED			
	30-Apr 2016	31-Jan 2016	31-Oct 2015	31-Jul 2015
Total assets	1,420,373	1,710,808	1,714,604	1,347,919
Mineral properties	1,191,014	1,534,775	1,534,775	1,129,550
Working capital (deficiency)	(596,991)	(588,154)	(523,779)	(511,105)
Shareholders' equity	726,308	875,475	916,129	762,240
Comprehensive income (loss)	(229,166)	(40,655)	(61,335)	(22,456)
Income (Loss) per share	(0.005)	(0.001)	(0.001)	(0.000)

	QUARTER ENDED			
	30-Apr 2015	31-Jan 2015	31-Oct 2014	31-Jul 2014
Total assets	1,330,972	1,302,255	1,306,831	1,317,395
Mineral properties	1,129,550	1,129,550	1,129,550	1,129,550
Working capital	(492,488)	(467,412)	(449,847)	(426,193)
Shareholders' equity	784,695	814,373	836,540	864,796
Comprehensive Income (Loss)	(29,678)	(22,166)	(28,256)	(15,141)
Income (Loss) per share	(0.001)	(0.000)	(0.001)	(0.000)

LIQUIDITY & FINANCING

The Company had a working capital deficiency of $596,991 as at April 30, 2016 (April 30, 2015 - working capital deficiency was $492,488). 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 are owed $480,437.

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, 2016, the Company has incurred $44,106 on exploration expenses.

SHARE CAPITAL

Issued and outstanding: April 30, 2016 – 53,916,122;
Issued and outstanding: August 29, 2016 (date of this report) – 67,916,122

Warrants outstanding: April 30, 2016 – 10,300,000
Warrants outstanding: August 29, 2016 – 14,300,000

Options outstanding: April 30, 2016 – 1,300,000
Options outstanding: August 29, 2016 – 1,300,000

RELATED PARTY TRANSACTIONS

No director fees have been paid to directors (2015 - $nil)

As at April 30, 2016, $36,000 (2015 - $36,000) was accrued and or charged to a company controlled by the President of the Company for management and accounting services, with $33,900 (2014 - $33,900) remaining in accounts payable and $72,000 (2015 – $36,000) remaining in accrued expenses as at April 30, 2016.

The amount due to director as at April 30, 2016 was $271,865 (2015 - $374,429). The loan is non-interest bearing and has no set terms of repayment.

During the 2016 fiscal year, $200,000 of the amount due to director was extinguished in a shares for debt transaction. A gain on settlement of debt in the amount of $120,000 has been recognized by the Company as at April 30, 2016, as a result of differences in the value of the shares exchanged for the debt.

OFF-BALANCE SHEET TRANSACTIONS

As at April 30, 2016, Spruce 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 Spruce'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 Spruce and its business or prospects.

Metal Prices
The development and success of any project of Spruce 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 Spruce. 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 Spruce'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 Spruce 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 Spruce'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 Spruce's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting Spruce'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.

Government Regulation, Permits and Licences
Spruce'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 Spruce 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 Spruce 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; Spruce 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 Spruce 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 Spruce 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 Spruce 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. Spruce 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. 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.

Spruce 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 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. T he 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.

Recent Accounting Pronouncements

At the date of authorization of the audited Financial Statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods:

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB on July 24, 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Two measurement categories continue to exist to account for financial liabilities in IFRS 9; fair value through profit or loss ("FVTPL") and amortized cost. Financial liabilities held-for-trading are measured at FVTPL, and all other financial liabilities are measured at amortized cost unless the fair value option is applied. The treatment of embedded derivatives under the new standard is consistent with IAS 39 and is applied to financial liabilities and non-derivative host contracts not within the scope of this standard. The effective date for this standard is for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this pronouncement.

(ii) IFRS 15 - Revenue from Contracts with Customers ("IFRS 15") was issued in May 2014 when the IASB and the Financial Accounting Standards Board ("FASB") completed its joint project to clarify the principles for recognizing revenue and to develop a common revenue standard for IFRS and US GAAP. As a result of the joint project, the IASB issued IFRS15 to establish principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this pronouncement.

(iii) IFRS 16 - Leases ("IFRS 16") was issued by the IASB on January 13, 2016, and will replace IAS 17, Leases. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019. The Company is currently assessing the impact of this pronouncement.

OUTLOOK

The Company plans to do initial metallurgical test work, and a preliminary economic analysis (PEA) to evaluate developing an open pit mining operation on the Great Burnt Copper-Gold Property.

John Ryan, CGA
Chief Executive Officer
August 29, 2016