SPRUCE RIDGE RESOURCES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

NINE MONTH PERIOD ENDED JANUARY 31, 2024

OVERVIEW

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Spruce Ridge Resources Ltd. ("Spruce Ridge", the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended January 31, 2024. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the year ended April 30, 2023 together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results for the period presented are not necessarily indicative of the results that may be expected for any future period. The Company is considered as a "Venture Issuer" as defined in NI 51-102.

The Company's consolidated financial statements and the financial data included in the MD&A have been prepared in accordance with International Financial Reposting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee that are effective as at April 30, 2023 as set forth in Note 2 of the consolidated financial statements.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Spruce Ridge's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The MD&A was reviewed and approved by the Board of Directors and is effective as of March 26, 2024.

QUALIFIED PERSON

The technical information in this MD&A has been reviewed and approved by Mr. Stephen Balch, 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. 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 Newfoundland, Canada and has not yet determined whether these properties contain reserves that are economically recoverable. The Company's registered head office is located at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4.

As at January 31, 2024, the directors and officers of the Company were:

Stephen Balch, P.Geo.	President, CEO and Director
Ashley Nadon, MBA, CPA	CFO
Vance White	Director and Chair
Michael Dehn	Director
Birks Bovaird	Director

These 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, 2023. At January 31, 2024, the Company has retained deficit, net of dividends – Canada Nickel shares, of negative $9,576,870 (April 30, 2023 – $10,326,024) and has working capital of $10,543,179 (April 30, 2023 - $9,299,392). The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development.

The Financial Statements were approved for issuance by the Company's Board of Directors on September 29, 2023.

SELECTED ANNUAL INFORMATION

The following table sets forth a summary of the financial results for the years ended April 30, 2023, 2022 and 2021:

Years ended April 30 (CDN $)	**2023**	**2022**	**2021** (restated)
Interest income	Nil	Nil	Nil
Net Income (Loss) and Comprehensive Income (Loss)	$(5,814,181)	$(10,659,386)	$21,673,290
Basic Income (Loss) per share	$(0.03)	$(0.06)	$0.16
Total assets	$10,568,244	$ 16,835,491	$34,130,611

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 oil revenue and 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 proven reserves are determined. To date, the Company has not discovered any such reserves.

RESULTS OF OPERATIONS

The review of the results of operations should be read in conjunction with the Company's January 31, 2024 condensed interim consolidated financial statements. For the nine months ended January 31, 2024, the Company has income of $719,154 (2023 – loss $3,828,181)

The expenses and related costs that reflect changes in the Company's operations during the nine months ended January 31, 2024 include the following:

- Exploration expenses of $21,694 (2023 - $247,495) resulting from decreased exploration activity and an adjustment for items previously accrued.
- Professional fees of $380,057 (2023 – $124,835) due to the legal fees related to the cease trade order and the resumption of trading and ongoing litigation with the former President of the Company. Increased legal fees are also associated with the share purchase agreement with RAB Capital Holdings Limited and the LOI with Benton Resources Inc.
- Write-down of mineral property of $211,505 (2023 - $Nil) related to the Foggy Pond mineral claims which lapsed during the period;
- Fair value adjustment of $1,229,683 (2022 – $(3,312,873)) due largely to the increase in the value of Benton Resources shares at January 31, 2024 was $0.15 while the value at grant date was $0.05.
- The Company had oil & gas revenue of $Nil (2023 - 59,688); operating expenses for the period are $5,749 which included amounts adjusted from prior periods and a royalty payable of $12,792. The Company's oil and gas assets were sold during the year ended April 30, 2023.

Recovery of receivable previously written off of $425,000 (2022 - $Nil) due to settlement reached with former officer and director.

Gain on sale of marketable securities of $103,225 (2022 - $Nil) resulting from the sale of Canada Nickel shares.

Gain on sale of exploration and evaluation assets of $412,116 (2022 - $Nil) in relation to the LOI with Benton Resources Inc. which optioned 70% of the Great Burnt Copper/Gold property.

Gain on sale of property and equipment of $51,628 (2022 - $Nil) from the sale of the property in Beardmore and the sale of various pieces of equipment to Benton Resources Inc.

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 nine months ended January 31, 2024, Spruce reported total general and administrative expenses ("G&A") of $1,504,722 (2022 - $560,283).

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

Nine months ended January 31	2024 $	2023 $
Management fee	376,546	118,000
Amortization	12,592	12,353
Professional fees	376,546	124,835
Filing fees	18,215	22,813
Listing expense	20,032	-
Office and general	50,961	3,712
Property expenses	44,509	18,623
Investor and shareholder relations	20,879	12,452
Share based compensation	555,000	-
	1,475,280	312,788

The Company had oil and gas revenue of $Nil and incurred $Nil in expenses. Minor adjustments were made which resulted in a credit balance in some expense accounts. On December 5th, 2022, the Company sold its Saskatchewan oil & gas interests to Original Oil Inc., an Alberta-based oil & gas producer. The Company will receive a total of $500,000 based on an initial $25,000 cash payment (which has been received) and ongoing gross-over-riding royalty payments of 5.0% on production. The Company also applied to the Saskatchewan Government for return of its security bond in the amount of $554,629.64. The Ministry of Energy and Resources received Spruce's application and agreed there is no longer a security requirement as the Company no longer holds well or facility licenses in the Saskatchewan. On January 10th, 2023, the Company received the refund. As of October 31, 2023 Spruce had no financial obligations for these assets other than any outstanding previous obligations that the Company believes are limited to under $12,000.

As at January 31, 2024 investments in securities available for sale was composed of:

31-January-24	**Number of Shares**	**Cost**	**Short Term FV Adjustment**	**Long Term FV Adjustment**	**Fair Value**
Cash					$ 121
Benton Resources Inc. – ST	5,000,000	225,000	525,000	-	750,000
Benton Resources Inc. - LT	10,000,000	450,000	-	1,050,000	1,500,000
Canada Nickel Company	5,655,395	1,043,406	6,874,147	-	7,917,553
Cerro Grande Mining Corp.	26,150	20,593	(20,122)	-	471
Magna Terra Minerals Inc.	2,761,312	173,611	(118,385)	-	55,226
Noble Mineral Exploration	10,000,000	392,894	357,106	-	750,000
			7,617,746	**1,050,000**	**$10,973,371**

30-Apr-23	**Number of Shares**	**Cost**	**Short Term FV Adjustment**	**Fair Value**
Cash				$665
Canada Nickel Company	5,767,495	1,865,720	6,612,498	8,478,218
Cerro Grande Mining Corp.	26,150	20,593	(20,331)	262
Noble Mineral Exploration	10,000,000	392,894	107,106	500,000
Magna Terra Minerals Inc.	2,761,312	173,611	(63,159)	110,452
		2,452,818	6,636,114	**$9,089,597**

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.

EXPENDITURES ON RESOURCE PROPERTIES

A summary of exploration expenditures incurred for the period ended January 31, 2024 are as follows:

	Nora Lake $	Viking/Kramer $	Great Burnt Copper/Gold $	Foggy Pond $	8 Dollar $	Total $
Balance, April 30, 2022	**7,500**	**125,000**	**413,392**	**211,505**	**-**	**757,397**
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance, January 31, 2023	**7,500**	**125,000**	**413,392**	**211,505**	**-**	**757,397**
Additions	-	-	10,250	-	-	-
Disposals	-	(125,000)	-	-	-	-
Balance, April 30, 2023	**7,500**	**-**	**423,642**	**211,505**	**-**	**642,647**
Additions	-	-	9,050	-	58,554	67,604
Disposals	-	-	(302,884)	-	-	(302,884)
Write-down	-	-	-	(211,505)		(211,505)
Balance, January 31, 2024	**7,500**	**-**	**129,808**	**-**	**58,554**	**195,862**

Great Burnt Copper/Gold Property, Central Newfoundland:

The Great Burnt Copper Deposit (GBCD) was last drilled during the 2020 campaign which consisted of 22 drillholes totaling 3,100 m and covering a strike length of 500 m and vertical depth extent of 250 m. The goal of the 2020 drill program was to confirm the lack of core recovery (and therefore lower grades and shorter widths reported in historic drillholes) resulting from the use of EX drillrod (22 mm diameter) used in the 1960s on the original exploration program. The results of the 2020 program produced some of the highest grade and widest intercepts to date with GB20-05 returning 8.06% Cu over 27.2 m and GB20-20 returning 6.89% Cu over 22.8 m.

The South Pond Gold Zone (SPGZ), located 8 km north of the GBCD, was drilled during the 2021 drill campaign. Drilling within the SPGZ produced significant results, including SP21-01 returning 1.69 g/t Au over 51.0 m, SP21-03 returning 2.36 g/t Au over 15.0 m, SP21-08 returning 1.75 g/t Au over 21.2 m, SP21-11 returning 1.34 g/t Au over 17.6 m and SP21-14 returning 2.06 g/t Au over 21.0 m. Interpretation of the drilling results led to the conclusion that mineralization up to 40 m in true width and averaging 1-2 g/t Au could be mined from a shallow open pit. Recommendations included additional metallurgical work to determine gold recovery.

There was no drilling within the South Pond Copper Zone (SPCZ), located 10km north of the GBCD and 2 km north of the SPGZ. The SPCZ also contains copper and gold while the SPGZ is primarily gold.

During the 2021 drill program an access trail was created to link the northern SPGZ and SPCZ to the GBCD so that a drill could be moved efficiently within the area without requiring a helicopter-supported program.

On August 15, 2023 the Company executed a binding letter of intent to enter into an option agreement with Benton Resources Ltd. ("Benton") whereby Benton can earn an undivided 70% interest in the Great Burnt Copper/Gold and certain Foggy Pond properties. Under the terms of the option agreement, Benton can earn a 70% interest in the properties by making a $40,000 cash payment, issuing 15 million common shares of Benton and completing $2.5 million in exploration expenses within three years.

Once a 70% interest in the Property is earned by Benton, the Property will be operated as a participating joint venture.

Viking/Kramer Property:

Subsequent to April 30, 2022 the agreement was amended such that Magna Terra would issue 2,500,000 common shares to complete their 100% acquisition of the Viking and Kramer projects including the cancellation of the NSR's. As a result of the amended agreement, a $610,000 write-down to the estimated recoverable amount of $125,000 of the asset was recorded.

During the year ended April 30, 2023, the Company received 2,500,000 shares of Magna Terra.

Foggy Pond Property

On September 14, 2021 the Company acquired 767 claims covering 19,175 hectares of land which are contiguous to the Company's Great Burnt Copper/Gold Property.

Spruce Ridge paid the vendors staking fees of $49,855 and issued 2 million Spruce Ridge shares valued at $200,000.

During the nine months ended January 31, 2024, the Company allowed all claims to laps and recorded an impairment of $211,505.

8 Dollar Mountain Property, Oregon

During the nine months ended January 31, 2024, the Company staked claims for a total cost of $58,554.

SELECTED QUARTERLY INFORMATION

	31-Jan 2024	31-Oct 2023	31-Jul 2023	30-Apr 2023
Total assets	13,379,320	8,623,972	9,375,306	10,568,244
Mineral properties	195,862	159,514	651,694	642,647
Working capital	10,543,179	7,215,088	7,989,743	9,299,392
Shareholders' equity	13,183,239	8,370,168	9,157,993	10,409,085
Comprehensive Income (loss)	2,333,068	(362,825)	(1,251,092)	(1,986,000)
Income (loss) per share	(0.00)	(0.00)	(0.01)	(0.05)

	31-Jan 2023	31-Oct 2022	31-Jul 2022	30-Apr 2022
Total assets	12,615,691	11,218,346	11,943,732	16,835,491
Mineral properties	757,397	757,397	757,297	757,397
Working capital	8,915,416	7,018,496	5,332,275	8,064,391
Shareholders' equity	12,395,085	10,721,162	11,321,752	16,223,266
Comprehensive Income (loss)	1,267,199	(193,866)	(4,901,514)	(10,148,395)
Loss per share	0.01	(0.00)	(0.03)	(0.05)

During the three months ended January 31, 2024, the Company reported net and comprehensive income of $2,333,068 (2023 –$1,267,199). The primary contributors were:

- FV adjustment of $3,180,790 (2023 –$1,217,576) due largely to the increase in the value of Benton Resources shares at January 31, 2024 was $0.15 while the value at grant date was $0.05.
- Recovery of miscellaneous previously written off of $425,000 (2022 - $Nil) due to settlement reached with former officer and director.
- Professional fees of $292,564 (2023 – $42,000). The increase is primarily due to increased legal fees associated with the share purchase from RAB Capital, a payment of $180,000 to the former president and director in accordance with the settlement and a bonus paid to the current CEO.
- Exploration expenditures of $18,571 (2023 - $6,697) as a result of staking at the 8 Dollar property in Oregon.
- Listing fees of $20,032 (2023 - $Nil) as a result of the Company listing on the OTC Markets.

LIQUIDITY & FINANCING

The Company had working capital of $10,543,179 as at January 31, 2024 (April 30, 2023 - $9,299,392).

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 January 31, 2024, the Company has incurred $21,694 on exploration expenses.

SHARE CAPITAL

As at January 31, 2024 and at the date of this MD&A, the Company has the following shares or equities that are convertible to the Company's share capital on a one-to-one basis:

	As at	
Security description	January 31, 2024	MD&A date
Common shares – issued and outstanding	210,207,202	215,207,202
Share purchase warrants	15,000,000	15,000,000
Stock options	9,250,000	9,250,000
Common shares – fully diluted	234,457,002	239,457,202

RELATED PARTY TRANSACTIONS

No director fees have been paid to directors.

During the nine months ended January 31, 2024, $158,248 (January 31, 2023 - $Nil) of expenses were incurred to a company controlled by the CEO for management services.

During the nine months ended January 31, 2024, $21,000 (January 31, 2023 - $10,000) of expenses were incurred to a company controlled by the CFO for accounting services.

During the nine months ended January 31, 2024, $180,000 (January 31, 2023 - $45,000) of expenses were incurred to a company controlled by the former president of the Company for management and accounting services. This payment was part of the settlement reached with the former president.

During the nine months ended January 31, 2024, $Nil (January 31, 2023 - $46,486) of expenses were incurred to the former Vice President of Exploration for geological services.

OFF-BALANCE SHEET TRANSACTIONS

As at January 31, 2024, 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.

Government Regulation, Permits and Licenses

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 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.

EVENTS SUBSEQUENT TO JANUARY 31, 2024

On February 23, 2024, 5,000,000 shares with a value of $425,000 previously held by the former CEO and director were cancelled by the Company's transfer agent.

On March 1, 2024, the Company has completed its acquisition with RAB Capital Holdings Limited ("RAB Capital") of all the issued and outstanding securities of RFN Holdings Limited ("RFN"), which is the holder of an 80% interest in Homeland Nickel Corporation ("Homeland Nickel"). Spruce Ridge now owns 80% of Homeland Nickel, which owns the Cleopatra and Red Flat nickel laterite deposits in southwest Oregon (the "Properties").

On March 1, 2024, the Company issued 10,000,000 common shares to RAB Capital Holdings Limited as part of the terms of the acquisition noted above.

On March 11, 2024 the Company has entered into an agreement with Northwest Nickel Corp. to acquire a 100% interest in the Shamrock Nickel Sulphide Property, located near Medford in southwest Oregon, USA.

On March 20, 2024 the Company began trading on the OTCQB Venture Market under the trading symbol SRCGF.