

Condensed Consolidated Interim Financial Statements of

SILVER SPRUCE RESOURCES INC.

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

SILVER SPRUCE RESOURCES INC.

For the three and nine months ended July 31, 2019 and 2018

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by the Company's auditor.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

Halifax, Nova Scotia
September 30, 2019

SILVER SPRUCE RESOURCES INC.

Table of Contents

	<u>Page</u>
Condensed Consolidated Interim Statements of Financial Position	2
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss	3
Condensed Consolidated Interim Statements of Change in Shareholders' Equity (Deficiency)	4
Condensed Consolidated Interim Statements of Cash Flows	5
Notes to the Condensed Consolidated Interim Financial Statements	6 - 15

SILVER SPRUCE RESOURCES INC.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars - Unaudited)

	As at July 31, 2019	As at October 31, 2018
	\$	\$
Assets		
Current		
Cash	176,906	8,132
HST and other receivables (Note 7)	6,879	8,240
Prepaid expenses	78,000	34,000
Total current assets	261,785	50,372
Property and equipment (Note 7)	-	991,390
Total assets	261,785	1,041,762
Liabilities		
Current		
Trade payable and accrued liabilities (Note 11)	280,130	435,874
Property acquisition obligation (Note 6 (a))	32,855	32,855
Loans payable (Note 11)	120,270	734,713
Total current liabilities	433,255	1,203,442
Shareholders' Equity		
Share capital (Note 8)	30,082,063	29,842,866
Warrant reserve (Note 9)	374,632	420,684
Equity reserve	8,651,939	8,417,451
Accumulated deficit	(39,280,104)	(38,842,681)
Total shareholders' equity	(171,470)	(161,680)
Total liabilities and shareholders' equity	261,785	1,041,762

Basis of preparation and going concern (Note 2)

Commitments and contingencies (Note 13)

Subsequent events (Note 14)

APPROVED BY THE BOARD OF DIRECTORS

Original signed by Karl Boltz, CEO, Director

Original signed by Brian Penney, Interim CFO, Director

See accompanying notes to the condensed consolidated interim financial statements

SILVER SPRUCE RESOURCES INC.
Condensed Consolidated Interim Statements of Operations and
Comprehensive Loss

(Expressed in Canadian Dollars except loss per share - Unaudited)

	For the three months ended July 31 2019	For the three months ended July 31 2018	For the nine months ended July 31 2019	For the nine months ended July 31 2018
	\$	\$	\$	\$
Expenses				
Exploration and evaluation expenditures (Note 6)	131,350	3,280	162,918	29,918
Stock based compensation (Note 10)	-	-	-	1,629
Office and general	10,386	19,472	65,757	49,996
Accounting and audit	10,725	10,500	25,428	26,500
Legal	-	-	11,670	4,974
Consulting fees	3,150	21,000	64,917	106,375
Corporate relations	30,210	41,425	87,036	109,976
Loan interest (Note 11)	582	19,659	24,626	54,846
Accretion	-	19,582	-	86,304
Amortization	-	-	-	742
Listing and filing fees	6,388	3,028	21,742	17,259
Total expenses	192,791	137,946	464,094	488,519
Gain on sale of property	-	-	(29,954)	-
Foreign exchange (gain) loss	(110)	397	3,283	(5,692)
Total other income	(110)	397	(26,671)	(5,692)
Net loss and comprehensive loss for the year	192,681	138,343	437,423	482,827
Net loss per share - basic and diluted	0.00	0.00	0.01	0.01
Weighted average number of shares outstanding - basic and diluted	85,930,833	68,124,187	78,423,422	64,599,530

See accompanying notes to the condensed consolidated interim financial statements

SILVER SPRUCE RESOURCES INC.

Condensed Consolidated Interim Statements of Change in Shareholders' Equity (Deficiency)

(Expressed in Canadian Dollars - Unaudited)

	Number of shares	Share capital \$	Warrant reserve \$	Equity reserve \$	Accumulated deficit \$	Total equity (deficiency) \$
Balance October 31, 2017	62,807,992	29,716,911	594,551	8,099,926	(38,143,380)	268,008
Net loss for the period	-	-	-	-	(482,827)	(482,827)
Private placement common shares issued	5,754,000	287,700	-	-	-	287,700
Share issuance costs	-	(19,716)	-	-	-	(19,716)
Fair value of warrants issued under private placement	-	(142,029)	142,029	-	-	-
Stock based compensation	-	-	-	1,629	-	1,629
Warrants expired	-	-	(108,108)	108,108	-	-
Balance July 31, 2018	68,561,992	29,842,866	628,472	8,209,663	(38,626,207)	54,794
Net loss for the period	-	-	-	-	(216,474)	(216,474)
Warrants expired	-	-	(207,788)	207,788	-	-
Balance October 31, 2018	68,561,992	29,842,866	420,684	8,417,451	(38,842,681)	(161,680)
Net loss for the period	-	-	-	-	(437,423)	(437,423)
Private placement common shares issued	17,368,841	434,221	-	-	-	434,221
Share issuance costs	-	(6,588)	-	-	-	(6,588)
Fair value of warrants issued under private placement	-	(188,436)	188,436	-	-	-
Warrants expired	-	-	(234,488)	234,488	-	-
Balance July 31, 2019	85,930,833	30,082,063	374,632	8,651,939	(39,280,104)	(171,470)

See accompanying notes to the condensed consolidated interim financial statements

SILVER SPRUCE RESOURCES INC.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars - Unaudited)

	For the nine months ended July 31, 2019	For the nine months ended July 31 2018
	\$	\$
Operating activities		
Net loss for the year	(437,423)	(482,827)
Items not involving cash:		
Loss (gain) on foreign exchange	2,252	(5,692)
Amortization	-	742
Gain on sale of property	(29,954)	-
Accrued interest	1,313	2,447
Stock based compensation	-	1,629
Accretion	-	86,304
	(463,813)	(397,397)
Changes in non-cash working capital		
Decrease/(increase) in prepaid expenses	(44,000)	39,930
Decrease/(increase) in HST and other receivables	1,361	(2,048)
Increase/(decrease) in trade payables and accrued liabilities	(113,499)	30,255
Decrease in property acquisition obligation	-	(1,500)
Change in non-cash operating working capital	(156,138)	66,637
Net cash flows from operating activities	(619,951)	(330,760)
Financing activities		
Proceeds from issuance of shares and warrants	434,221	287,700
Share issue costs	(6,588)	(19,716)
Repayment of loan payable	(47,800)	(5,800)
Proceeds from loan payable	23,434	46,100
Net cash flows from financing activities	403,267	308,284
Investing activities		
Proceeds from sale of property	385,458	-
Net cash flows from investing activities	385,458	-
Increase in cash	168,774	(22,476)
Cash, beginning of period	8,132	38,956
Cash, end of period	176,906	16,480
Supplemental cash flow information		
Settlement of debt on sale of property	\$ 593,641	\$ -
Settlement of accrued interest on sale of property	42,244	-

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

1. DESCRIPTION OF BUSINESS

Silver Spruce Resources Inc. (the “Company”) is a public company domiciled in Canada and was incorporated in Alberta on May 8, 1996 under the name First Labrador Acquisitions Inc. The Company changed its name to Silver Spruce Resources Inc. on October 22, 2004. The Company's operations consist of the exploration for precious and base minerals. The registered office of the Company is Suite 312, 197 Dufferin Street, Bridgewater, Nova Scotia, B4V 2G9.

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance

The condensed consolidated interim financial statements (the “financial statements”) of the Company are unaudited and have been prepared in accordance with IAS 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee. In preparing the interim financial statements, the same accounting principles and methods of computation have been applied as in the annual financial statements for the year ended October 31, 2018. In the opinion of management, all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods have been made. The condensed interim consolidated financial statements of the Corporation were approved by the Board of Directors on September 30, 2019.

These condensed consolidated interim statements should be read in conjunction with the Company's consolidated annual financial statements for the year ended October 31, 2018.

Basis of presentation

The condensed consolidated interim financial statements of the Company have been prepared in accordance with IFRS on a going concern basis which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Several adverse conditions, however, cast significant doubt on the validity of this assumption. The Company does not have any proven economically recoverable reserves on the Company's interest in mineral properties held for exploration and to date; the Company has earned no direct mining related revenues. The Company's assets are subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company's continued existence is dependent upon the discovery of economically recoverable reserves, the ability of the Company to raise additional financing, or future profitable production. It is not possible to predict whether financing efforts will be successful.

Although the Company has taken steps to verify title to mineral exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers, First Nations claims, non-compliance with regulatory, social and environmental requirements and may be affected by undetected defects.

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

Basis of presentation (continued)

While the condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, adverse conditions such as ongoing operational losses and a need for working capital cast significant doubt on the validity of this assumption. These condensed consolidated interim financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material. The Company had continuing losses during the period ended July 31, 2019, a working capital deficiency and a cumulative deficit as at July 31, 2019. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements are prepared in accordance with IFRS and follow the same accounting policies and methods of their application as the most recent audited financial statements for the year ended October 31, 2018. These financial statements should be read in conjunction with those consolidated financial statements.

4. CAPITAL MANAGEMENT

The capital structure of the Company currently consists of share capital, warrant reserve and equity reserve. The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, exploration and development of mineral properties. The Company manages its capital structure in a manner that provides sufficient funding for operational activities.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurances that the Company will be able to continue raising equity capital in this manner. The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major Canadian financial institutions.

The Company reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

4. CAPITAL MANAGEMENT (continued)

As of July 31, 2019, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

5. FINANCIAL RISK FACTORS

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

a) Credit risk

The Company's credit risk is primarily attributable to cash and other receivables. The Company's cash is held with highly rated financial institutions.

The Company has concluded that credit risk with regards to other receivables is minimal.

b) Liquidity risk

The Company's approach to managing liquidity risk is to endeavour to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2019, the Company had a cash balance of \$176,906 (October 31, 2018 - \$8,132) to settle current liabilities of \$433,255 (October 31, 2018 - \$1,203,442). Of the Company's current financial liabilities, \$400,400 (October 31, 2018 - \$1,170,587) have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Market risk

Interest rate risk

The Company's loans payable bear a fixed interest rate and therefore are not subject to interest rate risk. The Company invests any cash surplus to its operational needs in investment-grade short-term deposit certificates issued by highly rated Canadian banks. The Company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The company's property acquisition obligation (Note 6) is denominated in United States Dollars ("US\$") and is subject to fluctuations in that currency's value relative to the Canadian dollar.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

There were no significant changes to credit risk, liquidity risk and market risk during the period.

SILVER SPRUCE RESOURCES INC.
Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended July 31, 2019 and 2018
(Unaudited)

5. FINANCIAL RISK FACTORS (continued)

d) Fair value

The carrying amounts for cash, other receivables, trade payable and accrued liabilities, and loans payable on the statements of financial position approximate fair value due to their short-term maturity.

e) Sensitivity analysis

The Company is exposed to foreign exchange fluctuations as a result of transactions with its subsidiary, Silver Spruce Resources Mexico S.A. de C.V., and Silver Spruce Resources LLC. The Company does not use derivatives to mitigate its foreign currency risk.

The statement of financial position includes the following amounts expressed in Canadian dollars with respect to financial assets and liabilities for which cash flows are denominated in United States dollars.

	July 31, 2019	October 31, 2018
United States dollars:	\$	\$
Trade payables	74,179	101,717
Property acquisition obligation	32,855	32,855

A plus or minus 10% change in the value of the Canadian dollar with respect to United States dollar would impact the Company's net loss by approximately \$10,703 based on balances denominated in United States dollars on July 31, 2019 (October 31, 2018 - \$13,457).

6. MINERAL EXPLORATION PROPERTIES

a) Pino de Plata

On February 29, 2016, the Company signed an amended agreement that supersedes the original purchase agreement and enables the Company to purchase a 100% interest in the Pino de Plata property. The new revised financial terms are as follows:

- Total cash payments reduced from US\$1,000,000 to US\$500,000 over two years (US\$125,000 (\$168,459) paid);
- One share issuance of 2,500,000 common shares, issued on June 15, 2016 and valued at \$0.07 per common share based on the quoted market value of the common shares on that date. One payment of \$250,000 to be paid in common shares in lieu of cash, at a share price equal to the 20-day average closing price of the Company's shares on the TSXVSE, subject to exchange approvals;
- A three percent (3%) gross production royalty capped at US\$4 million, which can be purchased for US\$1,333,333 per percentage point at any time and are reduced by the total amount of advanced royalty payments; and

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

6. MINERAL EXPLORATION PROPERTIES (continued)

a) Pino de Plata (continued)

- The Company is subject to advanced Royalty payments of US\$10,000 per month to commence 30 days after the acquisition is finalized, registered and documented with the proper authorities.

As a result of a delay in being able to access the property, an addendum to the purchase agreement was made during 2017 to suspend the terms of the agreement until access is gained to the property. The ongoing interest in the property is subject to satisfactory resolution of the access restriction.

The present value of the Company's minimum commitment as at July 31, 2019 has been estimated using an effective interest rate of 20% and recorded as property acquisition obligation on the statement of financial position in the amount of \$32,855 (US\$25,000) (October 31, 2018 - \$32,855 (US\$25,000)).

b) Kay Mine

On July 19, 2017, the Company closed a purchase agreement with Cedar Forest LLC for 100 per cent, free of any royalty, of the Kay mine parcel of patented claims near Black Canyon City, Arizona. The Company issued 8,649,147 common shares based on the quoted market value of the common shares on that date, and paid the balance of the purchase price (US\$500,000) in cash. To finance a portion of the transaction the Company secured a loan. See Note 11.

The Company allocated the value paid, totaling \$1,111,248, between the underlying value of the land, and an incremental value related to potential exploration value. The value of the land of \$1,087,490 was estimated based on comparable land values in the area. The residual value was expensed as an exploration expense in accordance with the Company's policy for exploration and evaluation expenditures.

On January 30, 2019 the Company completed the sale of the Kay Mine project to a private company that intends to go public on a Canadian stock exchange. The purchaser has assumed the US\$450,000 debt provided to the Company to satisfy its original purchase of the patented claims at the project, along with US\$31,500 accrued interest, and has received US\$27,732 cash after the Company's portion of the closing costs were applied. Within six months of closing, and the announcement by the purchaser of a public listing, the Company will receive \$100,000 cash payment and \$250,000 worth of the purchaser's shares upon its listing on a public stock exchange. The Company has the option to elect a cash payment in lieu of shares if the purchaser's shares are not listed on a public stock exchange within six months of signing the agreement.

During the quarter ended July 31, 2019, the Company received total payments of \$350,000 from the acquirer which concludes the Company's sale of the Kay mine project.

SILVER SPRUCE RESOURCES INC.
Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended July 31, 2019 and 2018
(Unaudited)

6. **MINERAL EXPLORATION PROPERTIES (continued)**

c) Cocula

In July 2019, the Company signed a binding letter of agreement with Prospeccion y Desarrollo Minero del Norte SA de CV (ProDeMin) to assume ProDeMin's option agreement to acquire 100 per cent of the Cocula project, an advanced gold project in the Ameca mining district of Jalisco state, Mexico.

7. **PROPERTY AND EQUIPMENT**

	Land	Equipment	Computers	Total
Cost:	\$	\$	\$	\$
At October 31, 2018	991,390	7,204	1,483	1,000,077
Additions	-	-	-	-
Disposals	991,390	-	-	991,390
At July 31, 2019	-	7,204	1,483	8,687
Amortization:				
At October 31, 2018	-	7,204	1,483	8,687
Additions	-	-	-	-
Disposals	-	-	-	-
At July 31, 2019	-	7,204	1,483	8,687
Carrying Value:				
At October 31, 2018	991,390	-	-	991,390
At July 31, 2019	-	-	-	-

8. **SHARE CAPITAL**

The share capital is as follows:

	July 31, 2019	October 31, 2018
	\$	\$
Authorized:		
An unlimited number of non-voting preference shares		
An unlimited number of common shares, no par value		
Issued and outstanding:		
85,930,833 (October 31, 2018 - 68,561,992)	30,082,063	29,842,866

- a) In May 2018, the Company closed a non-brokered private placement to raise gross proceeds of \$287,700. The offering consisted of the issuance of 5,754,000 units ("Unit") of the Company. Each Unit was offered at a price of \$0.05 and consisted of one common share and one share purchase warrant, with each whole warrant exercisable at a price of \$0.06 per common share if exercised within 24 months of the closing of the offering. Officers and directors of the Company subscribed for 1,700,000 Units for gross proceeds of \$85,000.

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

8. SHARE CAPITAL (continued)

- b) In February 2019, the Company closed a non-brokered private placement to raise gross proceeds of \$434,221. The offering consisted of the issuance of 17,368,841 units ("Unit") of the Company. Each Unit was offered at a price of \$0.025 and consisted of one common share and one share purchase warrant, with each whole warrant exercisable at a price of \$0.05 per common share if exercised within 36 months of the closing of the offering. Officers and directors of the Company subscribed for 12,213,840 Units for gross proceeds of \$305,346.

9. WARRANTS

The following is a summary of warrants activity for the periods ended July 31, 2019 and October 31, 2018:

	July 31, 2019		October 31, 2018	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Balance, beginning of year	16,551,250	0.09	21,993,651	0.09
Granted in connection with private placements	17,368,841	0.05	5,754,000	0.06
Expired during the year	(8,147,250)	0.11	(11,196,401)	0.10
Balance, end of year	25,772,841	0.08	16,551,250	0.09

- a) In connection with the May 7, 2018 private placement disclosed in Note 8, the Company issued 5,754,000 warrants. The grant date fair value of \$142,029 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 223%, a risk free interest rate of 2.14%, and an expected life of 5 years.
- b) In connection with the February 26, 2019 private placement disclosed in Note 8, the Company issued 17,368,841 warrants. The grant date fair value of \$188,436 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 150%, a risk free interest rate of 1.76%, and an expected life of 3 years.

Summary of warrants outstanding as at July 31, 2019:

Warrants #	Exercise price \$	Grant date fair value of warrants \$	Expiry date
2,650,000	0.075	44,167	October 31, 2019
17,368,841	0.05	188,436	February 26, 2022
5,754,000	0.06	142,029	May 7, 2023
25,772,841		374,632	

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

10. SHARE BASED PAYMENTS

The Board of Directors of the Company has adopted a stock option plan for the Company. Pursuant to the plan, the Board of Directors of the Company may allocate common shares to its directors, officers and certain consultants. The aggregate number of stock options to be granted under the plan should not exceed 20% of the issued and outstanding capital of the Company and the aggregate number of shares reserved for issuance to anyone person shall not exceed 5% of the issued and outstanding common shares. The options are non-transferable and non-assignable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the Board of Directors of the Company at the time of grant, subject to all applicable regulatory requirements. The vesting period for options is set by the Company at the time the options are granted.

Share based payment activity for the periods ended July 31, 2019 and October 31, 2018 are summarized as follows:

	<u>July 31, 2019</u>		<u>October 31, 2018</u>	
	<u>Number</u>	<u>Weighted average exercise price</u>	<u>Number</u>	<u>Weighted average exercise price</u>
		<u>\$</u>		<u>\$</u>
Balance, beginning of year	3,800,000	0.14	3,800,000	0.14
Granted	-	-	-	-
Expired	(300,000)	0.08	-	-
Balance, end of year	3,500,000	0.15	3,800,000	0.14

At July 31, 2019, outstanding options to acquire common shares of the Company were as follows:

<u>Exercise price</u>	<u>Number of outstanding options</u>	<u>Weighted average remaining contractual life of outstanding options (years)</u>	<u>Grant date weighted average fair value per option</u>	<u>Number of exercisable options</u>
<u>\$</u>			<u>\$</u>	
0.15	2,900,000	0.04	0.118	2,900,000
0.15	300,000	0.39	0.072	300,000
0.15	300,000	0.93	0.044	300,000
	3,500,000	0.10	0.103	3,500,000

SILVER SPRUCE RESOURCES INC.
Notes to the Condensed Consolidated Interim Financial Statements
For the three and nine months ended July 31, 2019 and 2018
(Unaudited)

11. LOANS PAYABLE

On June 19, 2017, the Company obtained a 12-month, US\$450,000 loan at a 12-per-cent coupon rate. The Company also issued 1,735,779 fully paid bonus shares and a commission of 500,000 shares valued at \$0.055 per common share based on the quoted market value of the shares at the time of issue to the lender.

The value of the bonus shares and commission shares is amortized over the term of the loan using the effective interest method using an effective interest rate of 39%. The Company accretes the carrying value of the loan each quarter by recognizing an accretion expense in the statement of loss and comprehensive loss and a credit to loans payable. For the period ended July 31, 2019, \$nil (2018 - \$86,304) of accretion expense from the debt discount was recorded by the Company.

On January 30, 2019 the loan was settled in consideration for the sale of the Kay Mine property. See Note 6 for further details on the transaction.

The following table summarizes the loans payable for the period ended July 31, 2019 and October 31, 2018:

	Principal	As at October 31, 2018	New Loans	Interest	Repayments	Accretion	Foreign Exchange Change	As at July 31, 2019
Loan payable - Kay Mine property	-	\$591,390	\$ -	\$17,919	\$ (593,641)	\$ -	\$ (15,668)	\$ -
Loan payable - former director	65,000	81,723	-	1,313	-	-	-	83,036
Loan payable - current directors	34,034	45,600	23,434	5,394	(41,194)	-	-	33,234
Loan payable - others	4,000	16,000	-	-	(12,000)	-	-	4,000
Total loans payable outstanding		\$734,713	\$23,434	\$24,626	\$ (646,835)	\$ -	\$ (15,668)	\$120,270

12. RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities as at July 31, 2019 is \$197,516 (October 31, 2018 - \$267,319) owing to current and former directors and companies controlled by current and former directors of the Company for consulting related services rendered. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

As at July 31, 2019 the total loans payable to a former director is \$83,036 (October 31, 2018 - \$81,723). The loans are unsecured and bear interest at rates from 0% - 10% per year. During the period ended July 31, 2019, the loans incurred interest expense of \$1,312 which is outstanding at period end and is due on demand.

During the period ended July 31, 2019 key management personnel compensation consisted of services provided by companies owned by directors of \$nil (2018 - \$34,625) which are classified as consulting fees on the consolidated statement of operations.

See also Note 8 (a) and (b).

SILVER SPRUCE RESOURCES INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended July 31, 2019 and 2018

(Unaudited)

13. COMMITMENTS AND CONTINGENCIES

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company has indemnified the subscribers of current and past flow-through share subscriptions from any tax consequences arising from the failure of the Company to meet its commitments under the flow-through subscription agreements.

14. SUBSEQUENT EVENTS

On September 23, 2019 the Company closed a non-brokered private placement raising gross proceeds of \$261,250 (the "Offering"). The Offering consisted of 5,255,000 units offered at \$0.05 cents consisting of one common share in the capital of the Company and one share purchase warrant. Each full warrant entitles the holder to purchase an additional common share of the Company for \$0.075 at any time prior to the expiry date of August 15, 2021.