



EXECUTIVE OFFICE
Suite 440, 1600 Bedford Highway
Bedford, NS B4A 1E8

**NOTICE OF AN ANNUAL, GENERAL AND SPECIAL MEETING OF COMMON
SHAREHOLDERS OF SILVER SPRUCE RESOURCES INC.**

NOTICE IS HEREBY GIVEN THAT the Annual, General and Special Meeting of holders of common shares of Silver Spruce Resources Inc. (the "Corporation") will be held at Suite 440, 1600 Bedford Highway, Bedford, NS, at 2:00 p.m., on March 1, 2022, for the following purposes.

1. To receive the audited financial statements of the Corporation, for the fiscal year ended October 31, 2020, and the audited financial statements of the Corporation, for the fiscal year ended October 31, 2021.
2. To elect the board of directors for the ensuing year.
3. To appoint Grant Thornton LLP, as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration.
4. To consider and if thought appropriate to approve the Amended Stock Option Plan.
5. To transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

DATED at the City of Bedford, in the Province of Nova Scotia, this 25th day of January 2022.

Impact of COVID-19

The Corporation is carefully monitoring the public health impact of the global coronavirus pandemic and our first priority is the health and safety of our communities. To mitigate risk in accordance with ongoing safety measures and protocols related to COVID-19, Shareholders are strongly advised to refrain from attending the Meeting in person and are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Corporation's transfer agent by delivery to: TSX Trust Company, P.O. Box 721, Agincourt, ON, M1S 0A1 by 2:00 p.m. (Atlantic time), on Friday, February 25, 2022, or at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Kinley"

MICHAEL KINLEY
CEO

IMPORTANT

It is desirable that as many shares as possible be represented at the meeting. If you do not expect to attend and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible. All proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, at least forty-eight (48) hours prior to the meeting or any adjournment thereof.