



SILVER SPRUCE RESOURCES INC.

Appointment of Proxyholder

I/We, being holder(s) of common shares of Silver Spruce Resources Inc. (the "Corporation"), hereby appoint: Greg Davison, Director and Vice President, Exploration of the Corporation, or, failing him, Brian White, Office Manager of the Corporation OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote in respect of all registered shares in the name of the undersigned at the Annual and Special Meeting of Shareholders of the Company to be held at 2:00 p.m. (Atlantic Time) on October 29, 2024, (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. Without limiting the general powers and authority hereby conferred on the form of proxy, the holdings represented by this proxy are specifically directed to be voted for or withheld from being voted as follows:

Directors and Management recommend voting FOR Resolutions 1, 2, 3 and 4. Please use a dark black pencil or pen.

1. Election of Directors

	<i>FOR</i>	<i>AGAINST</i>
1. Michael Kinley	<input type="checkbox"/>	<input type="checkbox"/>
2. Greg Davison	<input type="checkbox"/>	<input type="checkbox"/>
3. Kevin Thieneman	<input type="checkbox"/>	<input type="checkbox"/>
4. Kevin O'Connor	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of Auditors

To re-appoint Grant Thornton LLP as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.

<i>FOR</i>	<i>WITHHOLD</i>
<input type="checkbox"/>	<input type="checkbox"/>

3. Approval of Amended and Restated Stock Option Plan

To approve the amended and restated Stock Option Plan of the Company.

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

4. Approval of Share Consolidation

To consider, and if agreed, pass a special resolution as more particularly described in the accompanying information circular granting the Board of Directors of the Corporation the discretionary authority to implement a consolidation of the Corporation's common shares on the basis of one (1) new common share for every fifteen (15) existing common shares.

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR a matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on your certificate or statement. Please see reverse for instructions. **All proxies must be received by 2:00 pm (Atlantic Time) on October 25, 2024.**

This form of Proxy is Solicited by and on behalf of Management

Proxy Form – Annual and Special Meeting of Shareholders of
Silver Spruce Resources Inc. to be held on
October 29, 2024 (the “Meeting”)

Notes to Proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors etc.), then all those registered should sign this proxy. If you are voting on behalf of a Corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.

3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

4. The securities represented by this proxy will be voted as directed by the holder; however, if such direction is not made in respect of any matter, and the proxy appoints the Management Nominee noted on this proxy, this proxy will be voted as recommended by Management.

5. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

6. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.

7. This proxy should be read in conjunction with the accompanying documentation provided by Management.

How to Vote

INTERNET

- Go to www.meeting-vote.com
- Cast your vote online

To vote by Internet you will need your control number. If you vote by Internet, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company
Attention: Proxy Department
P.O. Box 721
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-595-9593 or scan and email to proxyvote@tmx.com

An undated proxy is deemed to be dated on the day it was received by TSXT.

All proxies must be received by 2:00 pm (Atlantic Time) on October 25, 2024.