

**SILVER SPRUCE RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the shareholders (the "Meeting") of **SILVER SPRUCE RESOURCES INC.** (the "Corporation") will be held at the Future Inns, "The Cedar Room" 30 Fairfax Drive, Halifax Nova Scotia on Tuesday, August 15, 2017, at 11:00 AM., for the following purposes:

1. Fix the number of directors at five
2. Elect five directors for the ensuing year
3. Re-appoint McGovern Hurley, Cunningham as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.
4. To amend the Corporation's existing stock option plan by increasing the amount of stock options available for allotment pursuant to such stock option plan
5. Approve, ratify and confirm all acts, contracts, proceedings, appointments and payments of money by the directors of the Company
- 6 Transact such further or other business as may come properly before the meeting or any adjournments thereof.

Accompanying this notice of meeting (the "Notice") is information circular, a form of proxy, and a financial statement request form. The accompanying information circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the information circular accompanying this Notice. Please advise the Corporation of any change in your mailing address.

Only holders of common shares of record at the close of business on July 11, 2017 will be entitled to vote at the Meeting.

**DATED** at Bridgewater, Nova Scotia, this July 11, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

Signed: Brian Penney  
Chair of the Board