



**SILVER SPRUCE RESOURCES INC.**  
**Appointment of Proxyholder**

I/We, being holder(s) of common shares of Silver Spruce Resources Inc. (the "Company"), hereby appoint: Brian Penney Chairman of the Company, or, failing him, Gordon Barnhill, Chief Financial Officer of the Company 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 11:00 a.m. (AST) on August 15, 2017, at Future Inns "The Cedar Room", 30 Fairfax Drive, Halifax, NS B3S 191, (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 or withheld from being voted as follows:

**Directors and Management recommend voting FOR Resolutions 1, 2, 3, 4 and 5.**  
**Please use a dark black pencil or pen.**

**1. Fixing the Number of Directors** **FOR**  **AGAINST**   
 To fix the Number of Directors at five (5)

**2. Election of Directors** **FOR**  **WITHHOLD**

- |                    |                          |                          |
|--------------------|--------------------------|--------------------------|
| 1. Brian Penney    | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Gordon Barnhill | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Karl Boltz      | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Greg Davison    | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Art Brown       | <input type="checkbox"/> | <input type="checkbox"/> |

**3. Appointment of Auditors** **FOR**  **WITHHOLD**   
 To Re-appoint McGovern, Hurley, Cunningham LLP Chartered Accountants as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration

**4. Approval of Stock Option Plan** **FOR**  **AGAINST**   
 To approve the Stock Option Plan of the Company

**5. To approve, ratify and confirm** all acts, contracts, proceedings, appointments and payment of money by the directors of the corporation; and **FOR**  **AGAINST**

**6. To transact such further or other business** as may properly come before the meeting or any adjournment thereof. **FOR**  **AGAINST**

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 11:00 am (Atlantic Time) on August 11, 2017.**

Proxy Form – Annual and Special Meeting of Shareholders of  
Silver Spruce Resources Inc. to be held on  
August 15, 2017 (the “Meeting”)

**Notes to Proxy**

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the company must sign this proxy, and if the company has a corporate seal, its corporate seal should be affixed.
2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.
4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Company.



**How to Vote**

**INTERNET**

- Go to [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com)
- Cast your vote online

To vote using your smartphone,  
please scan this QR Code →



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:  
CST Trust Company  
P.O. Box 721  
Agingcourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to [proxy@canstockta.com](mailto:proxy@canstockta.com).

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

**All proxies must be received by 11:00 am (Atlantic Time) on August 11, 2017.**