Consolidated Financial Statements

SILVER SPRUCE RESOURCES INC.

A Development Stage Company

July 31, 2009 and 2008

SILVER SPRUCE RESOURCES INC.
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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 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 28, 2009

SILVER SPRUCE RESOURCES INC.
Consolidated Balance Sheets
(Unaudited)

	July 31 2009	October 31 2008
	$	$
ASSETS		
Current		
Cash and cash equivalents	**653,488**	1,806,046
HST and other receivables	**300,073**	149,953
Mexican VAT receivable	**144,996**	30,581
Refundable drilling deposits	**-**	256,350
Refundable staking deposits	**260,250**	246,300
Prepaid expenses	**44,865**	46,501
	1,403,672	2,535,731
Mineral properties (Notes 6 and 9)	**14,062,123**	13,394,486
Capital assets (Note 7)	**158,444**	178,436
Investments	**16,375**	12,500
	15,640,614	16,121,153
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**96,257**	565,288
Current portion of long-term debt (Note 8)	**8,964**	8,964
	105,221	574,252
Long-term debt (Note 8)	**8,216**	14,941
	113,437	589,193
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	**21,008,089**	20,760,087
Warrants (Note 11)	**123,977**	1,644,501
Contributed surplus (Note 13)	**6,334,857**	4,125,531
Deficit	**(11,939,746)**	(10,998,159)
	15,527,177	15,531,960
	15,640,614	16,121,153

Nature of operations and going concern (Note 1)
Commitments and Contingencies (Notes 6, 9, 16)

APPROVED BY THE BOARD OF DIRECTORS

_______________________ Director

_______________________ Director

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Operations, Comprehensive Loss and Deficit
(Unaudited)

	Three months ended July 31,		Nine months ended July 31,	
	2009	2008	**2009**	2008
	$	$	**$**	$
Revenue				
Management fees	**-**	3,301	**-**	72,450
Foreign exchange gain	**19,880**	-	**128,687**	-
Other income	**-**	-	**175,589**	-
Interest income	**2,520**	60,813	**14,470**	309,892
	22,400	64,114	**318,746**	382,342
Expenses				
Abandonment of mineral properties (Note 6)	**-**	-	**8,865**	304,044
Accounting and audit	**11,214**	54,153	**83,636**	157,009
Amortization	**10,361**	11,633	**32,706**	35,342
Consulting fees	**24,853**	20,648	**78,788**	130,252
Contract termination fee	**-**	280,827	**-**	280,827
Corporate relations	**5,294**	13,241	**19,759**	52,595
Foreign exchange loss	**-**	-	**-**	-
Legal	**17,317**	59,662	**53,189**	173,826
Listing and filing fees	**5,988**	2,035	**35,847**	21,527
Management fees	**-**	-	**-**	-
Office and general	**78,859**	61,348	**198,271**	205,176
Stock-based compensation	**246,105**	969,847	**564,826**	1,105,058
Travel	**(985)**	17,651	**18,683**	48,214
Unrealized loss (gain) in market value of investments	**6,500**	19,000	**(3,875)**	119,250
Wages and benefits	**56,839**	89,890	**162,915**	186,501
	462,345	1,599,935	**1,253,610**	2,819,621
Loss before income taxes	**(439,945)**	(1,535,821)	**(934,864)**	(2,437,279)
Income taxes (recovery)	**-**	(521,000)	**6,723**	(521,000)
Loss and comprehensive loss	**(439,945)**	(1,014,821)	**(941,587)**	(1,916,279)
Deficit, beginning of period	**(11,499,801)**	6,215,434	**(10,998,159)**	5,313,976
Deficit, end of period	**(11,939,746)**	7,230,255	**(11,939,746)**	7,230,255
Net loss per share - basic and diluted	**0.01**	0.02	**0.02**	0.04
Weighted average number of shares outstanding - basic and diluted	**50,935,753**	47,897,368	**49,602,768**	47,026,350

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Cash Flows
(Unaudited)

	Three months ended July 31,		Nine months ended July 31,	
	2009	2008	**2009**	2008
	$		**$**	
OPERATING ACTIVITIES				
Loss and comprehensive loss	**(439,945)**	(1,014,821)	**(941,587)**	(1,916,279)
Items not involving cash:				
Abandonment of mineral properties (Note 6)	**-**	-	**8,865**	304,044
Amortization	**10,361**	11,633	**32,706**	35,342
Recovery of future income taxes	-	(521,000)	-	(521,000)
Stock-based compensation	**246,105**	969,847	**564,826**	1,105,058
Unrealized loss (gain) in market value of investments	**6,500**	19,000	**(3,875)**	119,250
	(176,979)	(535,341)	**(339,065)**	(873,585)
Changes in non-cash working capital				
(Decrease) increase in prepaid expenses	**5,267**	(53,966)	**257,986**	(32,816)
(Increase) decrease in refundable drilling deposits	-	-	-	(375,000)
(Decrease) increase in HST and other receivables	**(46,328)**	(320,451)	**(264,535)**	80,100
Increase in due from partner	-	605,415	-	1,479,362
Increase (decrease) in accounts payable and accrued liabilities	**(128,223)**	(509,997)	**(469,031)**	(476,909)
Change in non-cash operating working capital	**(169,284)**	(278,999)	**(475,580)**	674,737
	(346,263)	(814,340)	**(814,645)**	(198,848)
FINANCING ACTIVITIES				
Proceeds from issuance of shares and warrants	**315,000**	-	**315,000**	6,325,000
Proceeds from exercise of warrants and options	-	-	-	4,585,116
Share issue costs	**-**	-	**-**	(421,451)
Repayment of long-term debt	**(2,241)**	(2,241)	**(6,723)**	(6,723)
	312,759	(2,241)	**308,277**	10,481,942
INVESTING ACTIVITIES				
Proceeds from short-term investments	-	2,045,292	-	-
Mineral properties expenditures - net	**(482,669)**	(3,315,175)	**(1,041,148)**	(9,714,510)
Purchase of capital assets	-	(971)	**(12,714)**	(32,249)
Refund of staking deposits	**169,365**	47,100	**421,922**	125,400
Purchase of refundable staking deposit	**(5,050)**	(10,000)	**(14,250)**	(100,210)
	(318,354)	(1,233,754)	**(646,190)**	(9,721,569)
Increase in cash and cash equivalents	**(351,858)**	(2,050,335)	**(1,152,558)**	561,525
Cash and cash equivalents, beginning of period	**1,005,346**	6,065,940	**1,806,046**	3,454,080
Cash and cash equivalents, end of period	**653,488**	4,015,605	**653,488**	4,015,605

Supplemental cash flow information (See Note 15)

See accompanying notes to the consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Silver Spruce Resources Inc. (the "Company") 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 business is exploration for precious and base minerals.

There has been no determination whether the Company's interest in mineral properties held for exploration contains reserves which are economically recoverable. To date, the Company has earned no revenues and is considered to be a development stage company as defined by the Canadian Institute of Chartered Accountants (the "CICA") Accounting Guideline 11.

The Company has a mining asset located outside of Canada and is subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts and currency exchange fluctuations and restrictions.

While the financial statements have been prepared on the basis of accounting principles applicable to a going concern, adverse conditions such as ongoing operational losses cast doubt on the validity of this assumption. Management has estimated that the Company will have adequate funds from the existing working capital to meet its corporate, administrative and property obligations for the coming year.

The recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production. The amounts shown as mineral properties represent net costs to date and do not necessarily represent present or future values.

Although the Company has taken steps to verify title to mineral 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 requirements and may be affected by undetected defects.

2. ACCOUNTING POLICIES

The interim unaudited consolidated financial statements of Silver Spruce Resources Inc. have been prepared in accordance with the accounting principles and methods of application disclosed in the audited consolidated financial statements for the year ended October 31, 2008.

These unaudited consolidated financial statements include all adjustments that are, in opinion of management, necessary for fair presentation. These unaudited consolidated financial statements do not include all the disclosures required by Canadian generally accepted accounting principles for annual financial statements and, accordingly, the financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the year ended October 31, 2008.

3. CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following recommendations of the CICA Handbook:

Goodwill and intangible assets

In February 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Section 3064, Goodwill and intangible assets, replacing Section 3062, Goodwill and other intangible assets and Section 3450, Research and development costs. Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section is applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company adopted the new standards for its fiscal year beginning November 1, 2008. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The adoption of this Section had no impact on the consolidated financial statements.

4. CAPITAL MANAGEMENT

The capital structure of the Company currently consists of common shares, flow through common shares and warrants. 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 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.

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

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 cash equivalents, short-term investments, Mexican VAT receivable, HST and other receivables. The Company's cash and cash equivalents are held with highly rated financial institutions. Short-term investments consist of short-term guaranteed investments, which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

Financial instruments included in HST and other receivables, consist of harmonized sales tax due from the Federal Government of Canada.

5. FINANCIAL RISK FACTORS (continued)

(b) Market risk

Interest rate risk

The Company had approximately $103,177 in cash and cash equivalents and $550,311 in short-term investments at the end of July, 2009 (October 31, 2008 - $1,070,556 and $735,490) and does not have any interest-bearing debt. The Company invests cash surplus to its operational needs in investment-grade short-term deposit certificates issued by highly rated Canadian banks. At July 31, 2009 $550,311 guaranteed investment certificates carried an interest rate of 1.4% (October 31, 2008 – $735,490). The Company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank and the investment grade of its short-term deposit certificates.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in Mexico on a cash call basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

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.

c) Fair Value

The carrying amounts for cash and cash equivalents, Mexican VAT receivable, HST and other receivables, refundable staking deposits, refundable drilling deposits, prepaid expenses, and accounts payable and accrued liabilities on the balance sheets approximate fair value due to their short-term maturity. The fair value of long-term debt approximates its carrying value. The fair value of investments in entities listed on the TSX Venture Exchange (Bayswater Uranium Corporation and Forest Gate Resources Inc.) is based on quoted market prices.

d) Sensitivity analysis

The majority of the Company’s cash and cash equivalents and short term investments are at fixed interest rates within the next three to twelve months. Sensitivity to a plus or minus 1% change in rates would not have a significant effect on the Company’s net loss.

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. The Company does not use derivatives to mitigate its foreign currency risk.

The balance sheet includes the following amounts expressed in Canadian dollars with respect to financial assets and liabilities for which cash flows are denominated in the following currencies:

5. FINANCIAL RISK FACTORS (continued)

	July 31, 2009	October 31, 2008
	$	$
Mexican pesos:		
Cash and cash equivalents	**43,308**	71,520
VAT receivable	**144,996**	30,581
Accounts payable	**4,174**	4,938
Mineral properties	**396,103**	221,246

A plus or minus 10% change in the market price of the Bayswater and Forest Gate shares would affect the Company's net loss by $1,638 for the nine months ending July 31, 2009.

6. MINERAL PROPERTIES

	July 31, 2009				
	Opening	**Additions**	**Option payments received**	**Write-offs**	**Closing**
	$	$	$	$	$
Uranium					
Central Mineral Belt	2,357,779	153,661	-	-	**2,511,440**
Seal Lake	-	-	-	-	**-**
Double Mer	903,564	40,277	(128,580)	-	**815,261**
Straits	833,024	35,667	(40,484)	-	**828,207**
Snegamook	3,721,433	10,607	-	-	**3,732,040**
Mount Benedict	2,730,283	79,861	(150,500)	-	**2,659,644**
Makkovik	-	-	-	-	**-**
Tukialuk	53,091	11,873	(25,800)	-	**39,164**
Hudson Bay	-	-	-	-	**-**
Hopedale	-	-	-	-	**-**
Napes Ashini	134,542	4,394	-	-	**138,936**
Lake Michael	28,197	9,169	(17,750)	-	**19,616**
Jeanette Bay	36,890	7,874	(25,000)	-	**19,764**
Churchill River	-	-	-	-	**-**
Michelin	-	1,023	-	-	**1,023**
Gold and Base Metals					
Mother Lode	-	-	-	-	**-**
Central Newfoundland	597,159	2,797	(33,508)	-	**566,448**
Centauro	1,998,524	475,453	-	-	**2,473,977**
Calvins Landing	-	82,979	-	-	**82,979**
Twentieth Brook	-	126,144	-	-	**126,144**
Rambler South	-	14,447	-	-	**14,447**
Lazyman	-	33,033	-	-	**33,033**
General Exploration	-	-	-	-	**-**
	13,394,486	1,089,259	**(421,622)**	**-**	**14,062,123**

6. MINERAL PROPERTIES (continued)

	October 31, 2008				
	Opening	**Additions**	**Option payments received**	**Write-offs**	**Closing**
	$	$	$	$	$
Uranium					
Central Mineral Belt	1,607,761	750,018	-	-	2,357,779
Seal Lake	57,188	3,236	-	(60,424)	-
Double Mer	229,287	724,277	(50,000)	-	903,564
Straits	415,352	866,224	-	(448,552)	833,024
Snegamook	466,980	4,368,918	-	(1,114,465)	3,721,433
Mount Benedict	1,186,789	3,013,631	-	(1,470,137)	2,730,283
Makkovik	90,928	149,961	-	(240,889)	-
Tukialuk	-	53,091	-	-	53,091
Hudson Bay	621,271	518,067	-	(1,139,338)	-
Hopedale	-	21,142	-	(21,142)	-
Napes Ashini	-	134,542			134,542
Lake Michael	-	28,197			28,197
Jeanette Bay	-	36,890			36,890
Churchill River	-	5,043		(5,043)	-
Gold and Base Metals					
Mother Lode	302,745	1,299	-	(304,044)	-
Central Newfoundland	58,442	538,717	-	-	597,159
Centauro	455,029	1,543,495	-	-	1,998,524
General Exploration	11,296	109,128	-	(120,424)	-
	5,503,068	**12,865,876**	**(50,000)**	**(4,924,458)**	**13,394,486**

Management assessed the estimated current value of properties based upon current exploration and other transactions in the same general area. As a result of the assessment management decided to abandon the Hopedale and Churchill River properties and the expenditures spent on general exploration were written off, resulting in $146,609 being written off as of October 31, 2008.

The Company wrote down its Uranium mineral properties by $3,033,154 to reflect the results of its impairment analysis. The Company reviewed the capitalized costs on its properties and recognized impairment in value based upon current exploration results and significant adverse changes in the business climate and a significant decrease in the Company's market capitalization compared to the carrying value of its resource properties that indicated that an impairment may exist. Management's assessment of the properties' estimated current value is also based upon a review of other property transactions that have occurred in the same geographic area as that of the properties under review.

6. MINERAL PROPERTIES (continued)

Uranium

a) Central Mineral Belt ("CMB")/ Seal Lake Properties
The Company has certain claims that are located in the CMB and Seal Lake areas of Labrador. The Company's joint venture partner, Universal Uranium Ltd. ("UUL"), earned a 60 percent interest in the CMB/Seal Lake Joint Venture ("CMB/SLJV") in March 2007 by spending $2 million under an option agreement signed in the spring of 2006. UUL signed an agreement with Crosshair Exploration and Mining Corp. ("Crosshair") in May 2008, whereby Crosshair purchased UUL's interest in the CMB/SL JV for 10 million shares of Crosshair plus $500,000 with UUL retaining a 2% NSR on the 60% that they owned. This agreement was consummated on July 29, 2008 and Crosshair has taken over as operator of the joint venture. The Company agreed to pay UUL $250,000 to settle any existing or future claims and forgive the net balance of $30,827 due from UUL. Management assessed the estimated current value of properties based upon current exploration and other transactions in the same general area. As a result of the assessment management decided to abandon the Seal Lake property and $60,424 was written off as of October 31, 2008.

b) Double Mer Property
On February 28, 2006, the Company entered into an option and royalty agreement on the Double Mer Property in the province of Newfoundland and Labrador. Terms of the agreement are as follows: $12,000 upon execution of the agreement (paid) and $12,000 on each of February 28, 2007 (paid) and February 28, 2008 (paid). In addition, a 1% Net Smelter Royalty ("NSR") is payable derived from commercial production from the property. The property was subject to an earn-in agreement with High Tide Resources. The agreement was terminated on July 29, 2008 with the Company agreeing to pay $130,000 to High Tide Resources for the deposits with the Government of Newfoundland and Labrador in respect of the mineral license rights.

c) Straits Property
On March 15, 2006, the Company entered into an option and royalty agreement on the Straits Property in the province of Newfoundland and Labrador. Terms of the agreement are as follows: $12,000 upon execution of the agreement (paid) and $12,000 on each of March 15, 2007 (paid) and March 15, 2008 (paid). In addition, a 1% NSR is payable derived from commercial production from the property. At any time during the agreement if the Company terminates the agreement, the claims described will be transferred back to the optionee at no cost to the Company. Any unpaid monies will be forfeited. The Company wrote down the property by $448,552 to reflect the results of its impairment analysis.

d) Snegamook Property
On June 27, 2006, the Company optioned the property from a Newfoundland prospecting group for payments totaling $24,000 and 30,000 shares over a three-year period (all payments have been made and 30,000 shares have been issued) and a retention of 2% NSR. The Company wrote down the property by $1,114,465 to reflect the results of its impairment analysis.

e) Mount Benedict Property
The Company owns certain claims in this area of the province of Newfoundland and Labrador. The claims are subject to a 1% NSR payable on any production on 532 of the claims. The Company wrote down the property by $1,470,137 to reflect the results of its impairment analysis.

6. MINERAL PROPERTIES (continued)

f) Makkovik River Property
The Company owns certain claims in this area of the province of Newfoundland and Labrador. Management assessed the estimated current value of properties based upon current exploration and other transactions in the same general area. As a result of the assessment, management decided to abandon the property and $240,889 was written off as of October 31, 2008.

g) Tukialuk Bay Property
The Company owns certain claims in this area of the province of Newfoundland and Labrador.

h) Jeanette Bay
The Company owns certain claims in this area of Newfoundland and Labrador.

i) Lake Michael
The Company owns certain claims in this area of Newfoundland and Labrador.

j) Hudson Bay
Management assessed the estimated current value of properties based upon current exploration and other transactions in the same general area. As a result of the assessment management decided to abandon the property and $1,139,338 was written off as of October 31, 2008.

Gold and Base Metals

a) Mother Lode Property
On January 13, 2006, the Company entered into an agreement to purchase certain gold claims on land called the Mother Lode Gold property located in the province of Newfoundland and Labrador, for $55,000 cash and 200,000 common shares, as follows: year one $25,000 cash (paid) and 150,000 common shares (issued), year two cash payment of $15,000 and delivery of 25,000 common shares (issued) and year three cash payment of $15,000 and delivery of 25,000 common shares. The Company has determined that further exploration is not warranted. The project has been abandoned and related expenditures of $227,014 were written off as of October 31, 2007 based on an estimate of the best available information as at October 31, 2007. In January 2008, management decided to terminate the agreement and did not make the final payment of $15,000 and 25,000 common shares. Management assesses the estimated current value of properties based upon current exploration and other transactions in the same general area. As a result, of the assessment, an additional $304,044 was written off as of October 31, 2008.

b) Central Newfoundland Property
On May 31, 2007, the Company entered into an agreement with ASK Prospecting and Guiding to acquire certain claims in central Newfoundland to cover areas with potential for base and precious metals. In accordance with the agreement, the Company issued 100,000 common shares in May 2008. Under the agreement, ASK Prospecting and Guiding retains a 2% NSR with a 1% buyback by the Company for $1,000,000. The property option can be terminated at any time at no cost to the Company.

6. MINERAL PROPERTIES (continued)

c) Centauro Property
On June 5, 2007, Silver Spruce Resources Mexico S.A de C.V finalized an agreement for an option on the Centauro property in Mexico. The agreement provides the Company an option for a three year term to earn a 100% interest in the Property subject to a 3% NSR, with a 2% buyback for US$2,000,000. The payment for the 100% interest in the Property by the Company is US$375,000 and 1,325,000 common shares of the Company payable over four years as follows and a further payment starting in Year 6 (5th anniversary) of US$50,000 per year as an advance against the NSR payable:

Year 1 (on signing – paid June 5, 2007)	US$50,000 and 125,000 common shares
Year 2 (paid May 22, 2008)	US$75,000 and 200,000 common shares
Year 3 (paid June 5, 2009)	US$100,000 and 400,000 common shares
Year 4 (3rd anniversary)	US$150,000 and 600,000 common shares

The Company is required pay a staged finder's fee of cash and common shares of the Company based on the Company's continued involvement with the Property as follows:

Year 1 (on signing – paid July 5, 2007)	CDN $9,600
Year 2 (1st anniversary – issued)	31,595 common shares
Year 3 (2nd anniversary – issued)	52,044 common shares
Year 4 (3rd anniversary)	81,831 common shares

d) On November 15, 2008, the Company entered into an agreement for an option on the Twentieth Brook Property in the western part of the Province of Newfoundland and Labrador. The agreement provides the Company an option to earn a 100% interest in the property subject to a 2.5% NSR, with a 1.5% buy back by the Company for $1,500,000. The payment for the 100% interest in the property by the Company is $85,000 and 435,000 common shares of the Company payable over four years as follows and a further payment starting in year 6 (5^{th} anniversary) of $18,000 per year for ten years as an advance against the NSR payable:

Year 1 (on signing - paid November 2008)	$4,500 and 45,000 common shares
Year 2 (1st anniversary)	$12,000 and 90,000 common shares
Year 3 (2nd anniversary)	$24,000 and 150,000 common shares
Year 4 (3rd anniversary)	$45,000 and 150,000 common shares and a work commitment of $300,000

6. MINERAL PROPERTIES (continued)

e) On January 31, 2009, the Company entered into an option on the Calvin's Landing Property located in the Northwest Arm area in the eastern part of the Province of Newfoundland and Labrador. The agreement provides the Company an option to earn a 100% interest in the property and all associated mineral license rights subject to a 2% NSR with a 1% buy back by the Company for $1,000,000. The payment for the 100% interest in the property by the Company is $74,000 and 350,000 common shares of the Company payable over four years as follows and a further payment starting on the fifth anniversary date of the agreement of $15,000 per year for ten years as an advance against the NSR payable:

Year 1 (on signing - paid February 2009)	$4,000 and 40,000 common shares
Year 2 (1st anniversary)	$10,000 and 60,000 common shares
Year 3 (2nd anniversary)	$20,000 and 100,000 common shares
Year 4 (3rd anniversary)	$40,000 and 150,000 common shares
	and a work commitement of $300,000

f) On July 27, 2009, the Company entered into an option on the Lazyman Property located in the Little River area in the southern part of the Province of Newfoundland and Labrador. The agreement provides the Company an option to earn a 100% interest in the property and all associated mineral license rights subject to a 2.5% NSR with a 1.5% buy back by the Company for $2,000,000. The payment for the 100% interest in the property by the Company is $26,190 and 800,000 common shares of the Company payable over four years as follows and a further payment starting on the fourth anniversary date of the agreement of $20,000 per year until production is obtained as an advance against the NSR payable:

Year 1 (on signing - paid July 14, 2009;	$26,190
on regulatory approval - August, 2009)	200,000 common shares
Year 2 (1st anniversary)	150,000 common shares
Year 3 (2nd anniversary)	200,000 common shares
Year 4 (3rd anniversary)	250,000 common shares
Year 5 (4th anniversary)	$20,000 royalty payments each year until production is obtained

g) On July 15, 2009, the Company entered into an option on the Rambler South Property located in the Rambler South area in the Baie Verte Peninsula part of the Province of Newfoundland and Labrador. The agreement provides the Company an option to earn a 100% interest in the property and all associated mineral license rights subject to a 2.5% NSR with a 1.0% buy back by the Company for $1,500,000. The payment for the 100% interest in the property by the Company is $95,000 and 1,050,000 common shares of the Company payable over four years as follows and a further payment starting on the fourth anniversary date of the agreement of $10,000 per year until production is obtained as an advance against the NSR payable:

6. MINERAL PROPERTIES (continued)

Year 1 (on regulatory approval - Sept 8, 2009)	$15,000 and 300,000 common shares and a work commitment of $100,000
Year 2 (1st anniversary)	$30,000 and 350,000 common shares and a work commitment of $150,000
Year 3 (2nd anniversary)	$50,000 and 400,000 common shares and a work commitment of $250,000

7. CAPITAL ASSETS

	July 31, 2009		
	Cost	**Accumulated Amortization**	**Net Book Value**
	$	**$**	**$**
Equipment	**152,386**	**73,627**	**78,759**
Computer	**60,702**	**26,328**	**34,374**
Vehicles	**107,819**	**62,508**	**45,311**
	320,907	**162,463**	**158,444**

	October 31, 2008		
	Cost	Accumulated Amortization	Net Book Value
	$	$	$
Equipment	139,672	61,313	78,359
Computer	60,702	17,531	43,171
Vehicles	107,819	50,913	56,906
	308,193	129,757	178,436

8. LONG-TERM DEBT

	July 31, 2009	October 31, 2008
	$	$
Chattel loan payments	**17,180**	23,905
Less: due in 12 months	**8,964**	8,964
Long-term portion	**8,216**	14,941

Repayable at $747 monthly, principle plus 0% interest, in 60 equal installments secured by a 2006 GMC vehicle.

Principal payments required in each of the next three years are as follows:

2010	$ 8,964
2011	8,216
2012	-
	$ 17,180

9. MINERAL PROPERTY AGREEMENTS

On July 20, 2007, the Company jointly with Universal Uranium Ltd. (on July 29, 2008, Universal Uranium Ltd. assigned its rights to Crosshair Explorations and Mining Corp.) signed an earn-in agreement ("the Agreement") with Bayswater Uranium Corporation ("Bayswater"), whereby Bayswater has been granted an option to acquire a 50% interest in 34 mineral claims located in the Central Mineral Belt region of Labrador, which is currently held 40% by the Company and 60% by Crosshair Explorations and Mining Corp. Pursuant to the Agreement, Bayswater issued to the Company and Universal Uranium an aggregate of 200,000 common shares (of which 100,000 shares were issued to the Company and 100,000 shares were issued to Universal Uranium).

On June 2, 2008 Bayswater forfeited its option to acquire a 50% interest in the 34 mineral claims, and therefore the agreement was terminated.

10. SHARE CAPITAL

The share capital is as follows:

	July 31, 2009	October 31, 2008
Authorized	**$**	$
An unlimited number of non-voting preference shares		
An unlimited number of common shares		
Issued and outstanding:		
52,026,007 common shares	**21,008,089**	20,760,087

The following is a summary of share capital outstanding at July 31, 2009 and October 31, 2008:

	July 31, 2009		October 31, 2008	
	Number	$	Number	$
Opening balance	**48,328,963**	20,760,087	34,291,971	12,019,708
Issued during the year:				
Private placement	**3,150,000**	191,023	5,620,000	5,314,000
Acquisition of property	**547,044**	56,979	431,595	167,902
Investor relations fees	-	-	-	-
Warrants exercised	-	-	7,785,175	5,501,022
Options exercised	-	-	200,222	158,175
Share issue costs	-	-	-	(566,470)
Tax amount of renounced expenditures	-	-	-	(1,834,250)
Closing balance	**52,026,007**	21,008,089	48,328,963	20,760,087

10. SHARE CAPITAL (continued)

(a) During the year ended October 31, 2008, the Company issued 431,595 shares for the acquisition of property, 100,000 shares at $0.31, 100,000 shares at $0.35 and 231,595 shares at $0.44 based on the quoted market value of the shares on the date of issue.

(b) On November 14, 2007, the Company closed a brokered private placement of 5,620,000 flow - through units (including 120,000 commission units) at a price of $1.15 unit consisting of one common share and one half of one common share purchase warrant entitling the holder to purchase common shares at a price of $1.75 for 18 months following the closing. A commission of 60,000 warrants and 385,000 options was also paid having the same terms as the warrants described above. Of the $6,325,000 proceeds, $1,125,000 was allocated to warrants. A director and officer of the Company subscribed for 43,500 units for gross proceeds of $50,025.

(c) On July 6, 2007, the Company closed a non-brokered private placement of 1,542,150 units (including 52,150 units as finder's fees) at a price of $1.20 per unit consisting of one common share on one half common share purchase warrant entitling the holder to purchase common shares at a price of $1.75 for 24 months following the closing. A finder's fee of $17,880 was also paid. Of the $1,788,000 proceeds, $476,800 was allocated to warrants.

(d) On December 28, 2006, the Company completed a non-brokered private placement of 823,900 units (including 53,900 units as finders fees) at a price of $0.65 per unit consisting of one flow-through common share and one half common share purchase warrant entitling the holder to purchase common shares at a price of $1.00 for 18 months following to closing. A finder's fee of 69,300 warrants was also paid with the warrants having the same terms as the warrants described above. Of the $500,500 proceeds, $100,100 was allocated to warrants.

(e) During the year ended October 31, 2007, the Company issued 360,000 shares for the acquisition of property, 200,000 shares at $1.80, 125,000 shares at $1.32, 25,000 shares at $0.54 and 10,000 shares at $1.70 based on the quoted market value of the shares on the date of issue.

11. WARRANTS

The following is a summary of warrants activity for the period ended July 31, 2009 and October 31, 2008:

	July 31, 2009		October 31, 2008	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of period	**3,581,075**	**1.75**	8,644,128	0.68
Granted in connection with private placements	**3,150,000**	**0.15**	2,810,000	1.75
Exercised during the period	**-**	**-**	(7,735,175)	(0.57)
Expired during the period	**(3,581,075)**	**(1.75)**	(137,878)	(0.37)
Balance, end of period	**3,150,000**	**0.15**	3,581,075	1.75

11. WARRANTS (continued)

Summary of warrants outstanding at July 31, 2009:

Number of Warrants	Exercise price	Fair value of warrants	Expiry date
	$	$	
3,150,000	0.15	123,977	November 21, 2010

The grant date fair value of the warrants was estimated using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate at 1.04%, expected life of 1.5 years, expected dividend rate at 0% and expected volatility of 172%. The weighted average fair value of warrants granted was $0.06.

Summary of warrants outstanding at October 31, 2008:

Number of Warrants	Exercise price	Fair value of warrants	Expiry date
	$	$	
771,075	1.75	494,956	July 9, 2009
2,810,000	1.75	1,149,545	May 14, 2009
3,581,075		1,644,501	

The grant date fair value of the warrants was estimated using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate at 3.7% (2007 – 4% – 4.6%), expected life of 1.5 years (2007 – 1.5 to 2 years), expected dividend rate at 0% (2006 – 0%) and expected volatility of 125% (2006 – 150% - 160%). The weighted average fair value of warrants granted was $0.41 (2007 - $0.49).

12. STOCK OPTIONS

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 any one 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.

12. STOCK OPTIONS (continued)

Stock option activity for the nine month period ended July 31, 2009 and the twelve month period October 31, 2008 are summarized as follows:

	July 31, 2009		October 31, 2008	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of period	**6,543,150**	**0.77**	3,736,290	1.81
Granted	**2,690,000**	**0.15**	3,576,000	0.52
Forfeited	**-**	**-**	-	-
Expired	**(437,150)**	**(1.75)**	(568,918)	0.72
Exercised	**-**	**-**	(200,222)	(0.65)
Balance, end of period	**8,796,000**	**0.54**	6,543,150	0.77

At July 31, 2009, outstanding options to acquire common shares of the Company were as follows:

Exercise Price $	**Number of Outstanding Options**	**Weighted Average Remaining Contractual Life of Outstanding Options (years)**	**Grant date Weighted Average Fair Value per Option $**	**Number of Exercisable Options**
0.15	2,690,000	4.53	0.13	2,490,000
0.30	370,000	1.16	0.16	370,000
0.35	2,920,000	3.76	0.32	2,920,000
0.50	400,000	2.32	0.48	400,000
0.61	181,000	0.39	0.57	181,000
0.61	70,000	0.39	0.36	70,000
0.65	60,000	2.39	0.53	60,000
0.65	125,000	2.56	0.53	125,000
0.65	50,000	2.58	0.56	50,000
0.83	20,000	3.59	0.67	20,000
1.08	160,000	2.71	1.06	160,000
1.40	1,650,000	1.14	1.09	1,650,000
1.78	100,000	2.99	1.75	100,000
	8,796,000	3.18	0.46	8,596,000

The weighted average fair value per option of options outstanding as at July 31, 2009 is $0.46 (October 31, 2008 - $0.59).

12. STOCK OPTIONS (continued)

The fair value of options that were granted was estimated on the dates of the grants using the Black Scholes option-pricing model and the following assumptions:

	July 31 2009	October 31 2008
Risk-free interest rate	**2.11%**	2.86% - 3.76%
Expected life	**5 years**	1.5 - 5 years
Expected volatility	**157%**	121% - 180%
Expected dividend yield	**nil**	nil

13. CONTRIBUTED SURPLUS

The following is a summary of contributed surplus activity:

	July 31, 2009	October 31, 2008
	$	$
Balance, beginning of year	**4,125,531**	2,858,556
Employee stock - based compensation	**336,895**	1,122,458
Exercise of options	**-**	(28,031)
Expiry of warrants	**1,644,501**	10,848
Expiry of options	**227,930**	-
Options issued as finders fee	**-**	161,700
Balance, end of period	**6,334,857**	4,125,531

14. RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities as at July 31, 2009 is $21,902 (October 31, 2008 - $47,270) owing to directors of the Company for consulting related services rendered.

During the three month period ended July 31, 2009, 200,000 (October 31, 2008 – 2,920,000) stock options were granted to directors and officers of the Company.

Certain building materials required by the Company for its operations are purchased from a hardware store controlled by an officer and director of the Company. During the three month period ended July 31, 2009, nil (October 31, 2008 - $591,761) was paid to the hardware store.

During the three month period ended July 31, 2009, $23,625 was paid to a hotel controlled by an officer and director of the Company for rent (October 31, 2008 - $31,500).

These transactions are in the normal course of operations and are measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

15. SUPPLEMENTAL CASH FLOW INFORMATION

	July 31, 2009	October 31, 2008
	$	$
Cash and cash equivalents		
Cash	**103,177**	1,070,556
Temporary investments	**550,311**	735,490
	653,488	1,806,046
Interest paid in the period	**-**	-
Income taxes paid in the period	**6,723**	-
Non-cash investing and financing activities:		
Acquisition of mineral properties for share consideration	**56,979**	167,902
Expiry of warrants	**1,644,501**	-
Value of share, warrants and options included in share issue costs	**-**	300,300
Effect of future income taxes on share capital upon renouncement of expenditures	**-**	1,834,250
Fair value of warrants exercised	**-**	1,046,050
Fair value of options exercised	**-**	28,031

16. COMMITMENTS AND CONTINGENCIES

The Company has acquired various properties from third party license holders. The terms of these agreements provide for initial cash payments by the Company and the initial issuance of shares in the Company. To retain the interest in these properties the Company is obligated to make additional cash payments and to issue additional shares. The agreements also provide for the payment of a NSR to the third parties in the event that a property reaches the commercial production stage.

A summary of the additional cash and additional shares to be issued by the Company, assuming that an interest in all of the properties is to be maintained, is as follows:

	Cash (CAD)	Cash (USD)	Shares
2010	52,000	150,000	1,331,831
2011	94,000	-	850,000
2012	85,000	-	550,000

16. COMMITMENTS AND CONTINGENCIES (continued)

The Company leases its head office in Bridgewater as well as an office in Goose Bay, Newfoundland and Labrador under operating leases. Future lease payments aggregate $206,250 and include the following amounts payable over the next five years:

	$
2009	26,100
2010	104,400
2011	65,025
2012	9,900
2013	825
	206,250

17. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

This document provides management's discussion and analysis (MD&A) for our financial condition as at, and results of operations for, the three and nine months ended July 31, 2009. This MD&A should be read in conjunction with the Company's unaudited interim consolidated financial statements and notes for the three and six months ended April 30, 2009, and our audited consolidated financial statements and notes for the year ended October 31, 2008. ***This MD&A has been prepared as of September 15, 2009 and is current to that date unless otherwise stated.***

Management's discussion and analysis of financial condition and results of operations contains forward–looking statements. By their nature, these statements involve risk and uncertainties, many of which are beyond the Company's control, which could cause actual results to differ materially from those expressed in such forward-looking statements. Readers are cautioned not to place undue reliance on these statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional information regarding the Company, including copies of the Company's continuous disclosure materials is available on the Company's website at www.silverspruceresources.com or through the SEDAR website at www.sedar.com .

COMPANY OVERVIEW

Silver Spruce Resources Inc. is a junior exploration Company headquartered in Bridgewater, Nova Scotia originally with a strategic focus on uranium, mainly in the Central Mineral Belt (CMB) of Labrador, but recently diversifying into gold/silver projects in Mexico and precious and base metal projects in Newfoundland and Labrador. The Company has consolidated its uranium projects in Labrador where it retains interests in more than 6,000 claims totaling more than 1,500 square kilometers, mainly in the CMB, making the Company the second largest landholder in one of the world's premier emerging uranium districts. Projects include: the CMB joint venture with Crosshair Exploration and Mining, in which SSE retains a 40% participating interest, and its 100% owned properties - Snegamook, Mount Benedict, Makkovik River, Tukialuk Bay, Jeannette Bay, Lake Michael, Double Mer and Straits. Exploration on these projects has been curtailed due to the price of uranium, the Nunatsiavut government's moratorium on uranium mine development and the difficulty in financing uranium projects especially in Labrador. The Company is retaining these projects which include a resource on the Two Time zone on the CMBJV, of 2.3 M lbs indicated and 3.7 M lbs U_3O_8 inferred, the first discovery in the CMB of Labrador since the 1970's, of which SSE retains 40% and other drill-ready opportunities.

The Company also has gold/silver projects in Mexico (Centauro) and Newfoundland and Labrador (Calvin's Landing) and two base metal projects in central and western Newfoundland (CNL and 20th Brook). The Company has also recently optioned two gold projects in Newfoundland, the Lazyman and Rambler South. These projects are all road accessible thereby reducing exploration costs dramatically.

The Company has established environmental and safety protocols which include written procedures and policies which are overseen by Board committees for environment / health and safety. The policies and procedures are posted on the Company's website.

The Company has sufficient funds to maintain operations and fund its exploration projects for the next year at a much reduced level from 2008 but still allowing projects to move forward. The Company raised a small amount ($315,000) of flow thru funding in the spring of 2009, mainly from insiders, to carry on its exploration work in Newfoundland and Labrador to allow the retention its hard dollars for working capital and for exploration on its Mexico gold / silver property. As at the end of July 31, 2009, cash reserves totaled $653,488.

A commitment to prudent budgeting, an excellent property portfolio with drill targets on both base metal and gold/silver projects, and a uranium discovery with defined resources, make Silver Spruce a leading junior explorer. Further financing will have to be undertaken in the fall of 2009 to allow the Company to move its projects forward.

SELECTED QUARTERLY INFORMATION

The table below outlines selected financial information related to the Company's most recent eight quarters. The financial information is extracted from the Company's interim unaudited consolidated financial statements.

	July 31, 2009	April 30, 2009	January 31, 2009	October 31, 2008
	$	$	$	$
Income	22,400	184,868	122,797	41,796
Net income (loss)	(439,945)	(423,412)	(78,230)	(3,767,844)
Net income (loss) per share -basic and diluted	(0.01)	(0.01)	(0.0)	(0.08)
	July 31, 2008	April 30, 2008	January 31, 2008	October 31, 2007
		$	$	$
Income	64,114	118,086	200,143	157,125
Net income (loss)	(1,014,821)	(493,718)	(407,800)	(1,019,406)
Net income (loss) per share -basic and diluted	(0.02)	(0.01)	(0.01)	(0.04)

For the three months ended July 31, 2009, the Company had revenue of $22,400 compared to revenue of $64,114 for same quarter in the prior year. Revenue in the current quarter includes $19,880 in foreign exchange gain while revenue in the same quarter last year included $58,293 more interest revenue than in the current quarter as a result of carrying a larger investment portfolio last year. Year-to-date revenue of $318,746 is comparable to prior year-to-date revenue of $382,342.

For the three months ended July 31, 2009, the Company had a net loss of $439,945 (loss per share 0.01) compared to a net loss of $1,014,821 for same quarter in the prior year. The variance can be attributed to $246,105 in stock based compensation being granted in Q3 2009 (Q3 2008: $969,847), as well as there being $280,827 for a contract termination fee in Q3 2008 (Q3 2009: $nil). These are offset by an income tax recovery of $521,000 for the same quarter in the prior year.

EXPENDITURES ON MINERAL PROPERTIES

In each of the past eight quarters, the Company incurred the following expenditures on exploration of properties:

	July 31, 2009	April 30, 2009	January 31, 2009	October 31, 2008
CMB	2,511	151,150	-	133,164
Double Mer	4,480	18,104	17,693	542,340
Straits	4,436	17,004	14,227	193,287
Mount Benedict	598	15,600	63,663	594,028
Snegamook	1,559	5,548	3,500	5,684
Makkovik River	-	-	-	118,075
Tukialuk	-	3,162	8,711	48,184
Hudson Bay	-	-	7,346	71,795
Napes Ashini	112	-	-	-
Centauro (MX)	475,453	34,254	896,045	904,024
Central NL	-	-	2,797	118,944
Calvin's Landing	72,864	9,075	1,040	-
Twentieth Brook	99,070	10,797	16,277	-
Lake Michael	-	8,733	436	28,197
Jeanette Bay	-	5,058	2,816	36,890
Michelin	113	910	-	-
Rambler South	14,447	-	-	-
Lazyman	33,033	-	-	-
Genex	(8,365)	-	-	-

	July 31, 2008	April 30, 2008	January 31, 2008	October 31, 2007
CMB	8,673	33,265	574,916	478,483
Seal Lake	-	177	3,059	5,783
Double Mer	167,284	640	(35,987)	6,442
Straits	647,048	23,029	2,860	14,355
Mount Benedict	1,002,286	721,370	695,947	583,130
Snegamook	862,711	3,222,195	289,696	379,138
Makkovik River	4,397	27,489	-	88,878
Tukialuk	2,019	1,888	1,000	-
Hudson Bay	376,569	44,914	24,789	139,745
Mother Lode	-	-	-	-
Centauro (MX)	252,025	348,311	39,131	251,439
Central NL	63,304	321,710	34,759	5,110
Calvin's Landing	-	-	4,777	20,035
Genex	-	18,101	-	-

PROJECTS – GOLD/BASE METAL

The Company's property portfolio includes four precious metal and two base metal exploration projects. The precious metal properties are Centauro in Chihuahua State, northern Mexico, Calvin's Landing property in east–central Newfoundl, the Lazyman in south central Newfoundland and the Rambler South in northeastern Newfoundland. The base metal properties include the CNL property in central, and the 20th Brook property in western, Newfoundland. All of these projects are 100 % owned, subject to option agreements as described in the summaries following.

Analyses for Newfoundland samples were carried out at either Eastern Analytical in Springdale, NL, a recognized local laboratory or Accurassay laboratories in Thunder Bay, ON, after sample prepping at their Gambo, NL. preparation facility. Samples were analysed for gold by fire assay using an atomic absorption finish plus either an ICP- 11 or ICP 30/31 technique for other elements. Elements above the detection limit of the ICP for Pb, Zn and Ag were re-analysed for "ore grade" values using an Atomic Absorption technique. Samples from the Centauro property were analyzed at the Actlabs facility in Ancaster Ontario using either a fire assay or neutron activation technique for gold plus an ICP technique for other elements. Sample preparation for core samples was carried out by Minerales Laboratories in Mazatlan, MX, a laboratory approved by Actlabs.

MEXICO

CENTAURO (100% SSE)

The Centauro Property is a contiguous block of six claims (1,420 hectares), located in the southern part of Chihuahua State, just to the north of Durango State, approximately 25 km to the west of Highway 45, the four lane, main north-south toll highway in Mexico. The property is subject to an option agreement with a Mexican geologist whereby Silver Spruce can earn a 100% interest subject to a 3% NSR with a 2% buyback for US$2 million. The property agreements have been registered with the General Bureau of Mining of the Exploration Agreement in Mexico. The option is subject to payment by Silver Spruce of US$375,000 and 1,325,000 common shares of Silver Spruce over four years (three years paid). Advance royalties of US$50,000 per year, starting on the fifth anniversary, and a "finder's fee" totalling C$9,600 plus 165,470 shares or cash equivalent over four years (three years paid) are also payable by Silver Spruce to maintain the property in good standing. The surface rights are owned by ranchers who live in the area. Exploration and development agreements have been signed with these land owners as required.

The property shows good potential for epithermal and / or "Carlin style" gold/silver mineralization with extensive silicification and argillitization of a limestone conglomerate unit over an area of 2.5 by 1 kilometre.

Soil geochemistry shows anomalous values in gold, silver, mercury, barium, arsenic, thallium and antimony associated with the silicified mesa "cap" over the 2.5 km strike length of the zone. Outcrops containing realgar, orpiment and stibnite, in a black silicified conglomerate, are located in the northern part of the zone, where some of the highest soil values were located. Base metal values are low to non-anomalous throughout. Highly anomalous Hg values, coupled with the anomalous Au, Ag, As and Sb and the low base metal values indicate that the system should be above the "boiling zone" and therefore the zone of deposition for epithermal "bonanza gold" veins, the main exploration target on this project.

A first phase diamond drilling program, totalling 3960 m in 14 holes (CEN-08-1 to 14), was carried out under contract by Major Drilling, from April to October 2008. The drilling tested the alteration zone over a 2.3 kilometre strike length and 1 kilometre across the zone. Drill sites were prepared by bulldozer over the silicified/altered area, including the top of the mesa which was otherwise unapproachable and thereby untested by drilling. The highlight from the drilling was a gold/silver intersection, associated with strong silicification, of 7.5 m at 1.93 g/t Au and 64 g/t Ag, at the top of hole CEN-08-10, in a 92.1 metre zone, from 3 to 95.1 m, which assayed 237 ppb Au and 8.4 g/t Ag. The hole collared in mineralization so the full width of the intersection remains unknown as does its orientation and true width. The mineralized zone is oxidized so values may be enhanced, however fine grained acanthite, a silver bearing mineral, and native gold were identified. The closest drill hole to hole 10, CEN-08-11, is located 550 metres to the southeast. It gave wide but weak gold and silver intersections with values of 104 ppb Au and 2.0 g/t Ag over 20.5 m and 52 ppb Au and 2.9 g/t Ag over 23.5 m in a strongly silicified zone. No drilling has tested the area to the north along strike. The two widest anomalous gold intersections were located in holes 10 (above) and 7. Hole 7 gave 50 metres of 284 ppb Au and 2.4 ppm Ag, from 9.0 to 59.0 metres including 4.34 g/t Au and 13.4 g/t Ag over 2 metres from 55.2 to 57.2.

Mineralized/altered zones – mainly pyrite/kaolin with some silicification associated with faults and shears have been intersected in all holes. Rock units encountered include sedimentary units – limestone conglomerates, sandstones to siltstones, mafic volcanics and mafic intrusives – that are weakly to intensely altered throughout. Alteration consists of propylitization, decarbonatization, argillitization (kaolinite) and silicification. All of the widely-spaced drill holes, except CEN-08-8 and 12, intersected elevated gold and silver values over appreciable widths indicating that the system has good potential to host a significant gold/silver deposit.

Results for indicator elements (arsenic, mercury antimony, thallium and barium) show all holes to be anomalous, with holes CEN-08-1 and 2, the most northerly ones, strongly anomalous in arsenic, mercury, and antimony; and holes CEN-08-3, 4 and 5, in the central and south part of the mesa on the west side, dominated by anomalous barium. A gold/silver association was found for arsenic in holes CEN-08-6, 9, 10 and 11 and for mercury in holes CEN-08-6, 7, 10 and 11, except the higher mercury values were not associated with the highest gold values in hole CEN-08-10, rather the lower grade, perhaps more peripheral or leakage type mineralization. Weak to moderate association with gold/silver was noted with antimony, barium and thallium through most of the holes. The presence of strongly anomalous mercury indicates that the drilling is still testing high in the system with the most significant potential remaining untested at depth.

Work in 2009 has consisted of re-logging the 2008 drill core in conjunction with geological mapping to better define and constrain the alteration and mineralized system followed by a recent, second phase, diamond drilling program.

The property is dominated by a thick sequence of conglomerates with a calcareous mud to sand matrix, interbedded with calcareous siltstones and sandstones which dip moderately to the west. On the silicified Mesa, the conglomerates are decalcified, silicified and brecciated. Based on field mapping and the 2008 drilling program, the alteration system is separated into three distinct packages: a) **unaltered, basal calcareous conglomerate** and associated calcareous sediments which outcrop to the west and north of the Centauro Mesa, and which, with the altered units following, comprised the original sedimentary sequence. All 2008 drill holes intersect these units at depth suggesting the feeder for the alteration/silicification is not located directly beneath the Mesa; b) **decalcified / weakly silicified, polymictic conglomerate** altered through hydrothermal activity but containing clasts which are coherent and have similar lithologies and size as the calcareous conglomerates. These units are cut by kaolin veins (as secondary injection of kaolin) and show moderate argillic alteration. The contact between the basement conglomerates and the decalcified conglomerates is relatively sharp; and c) **silicified breccias** characterized by extreme silicification and brecciation of the original conglomerate. This unit is extremely resistant to erosion and outcrops along the top of the Centauro Mesa and to the east and northeast of the mesa. All units are crosscut by hornblende-bearing porphyritic diorites and andesitic subvolcanic units. The diorites are fresh to intensely altered and are crosscut by fresh andesites (displaying a defined chilled margin) which outcrop to the west of the Mesa. This suggests several episodes of igneous activity, both before and after epithermal / hydrothermal activity.

The plumbing system for the alteration on the Centauro Mesa appears to not be directly below the mesa, but may be located to the northeast for the following reasons: 1) poorly to unaltered calcareous conglomerate (basement) was intersected in all drill holes at depth; 2) silicification and alteration appear to dip shallowly to the northeast; 3) strong silicification is also exposed further to the east (E silica zone); 4) silica breccia fabrics dip consistently to the northeast; and 5) argillic alteration intensifies to the northeast.

Field mapping has defined the area to the north of the mesa and to the east of CEN-08-1, the northernmost drill hole in the 2008 program, as an area of prime interest. Strongly silicified zones in the calcareous siltstones and limestone conglomerates carry breccia veins with antimony (stibnite), and disseminated arsenic (realgar and orpiment) mineralization over an area at least 400 m across strike. DDH CEN-08-1 was located further to the west and did not test this area. Gold in soil geochemical anomalies were strongest on Line 6 in this area and the highly anomalous mercury values in both the soils and rock samples indicate that we are still very high in the system, most likely above any bonanza vein system.

Skarn mineralization as calc-silicates, with garnet, epidote, hematite and minor copper mineralization, indicating that buried porphyries may exist to the north of Centauro, has been noted to the west of El Pozo, to the south and east of Juan Pablo, the two hills just to the north of Centauro mesa. This area has never been tested by drilling.

Dr. Greg Arehart, a professor at the University of Nevada in Reno, and a recognized expert in epithermal and Carlin-type gold deposits, has visited the Centauro Property as a consultant to Silver Spruce, most recently since the 2009 exploration work. He comments: ***"The general epithermal trend is Hg, As, Sb, Tl, Ba, Ag near the paleosurface, precious metals (Au, Ag) and As below, grading to Ag-base metal deeper zones. The trace element geochemistry, the intense silicification and other geologic features of the project, lead me to believe that we are still at the top of the system. Clearly the alteration package is more complex than originally thought and the additional information obtained in the 2009 work, requires changes in the model, but overall the model remains robust with two major untested target areas"***

The regional structural style is indicative of classic Mexican, Basin and Range geometry, and it is reasonable to assume that extensional features, favorable loci for intrusions and conduits for hydrothermal fluids, trending approximately North-South, exist between topographic highs. It is likely that one of these extensional features exists to the east of the Centauro mesa and this is a target for further drilling. Diamond drilling has defined a significant area of gold mineralization, extensive alteration (argillitization and silcification) in the area.

The drill program at Centauro, planned for approximately 2,000 m, has been underway since August 6, 2009. Contractor is B.D. Drilling of Mexico, S.A. de C.V, San Agustin, Jalisco, MX.

A total of 705 m in 6 holes (CEN-09-15, 16, 16A, 17 to 19) has been completed on the Northern Zone testing Au-Ag-As soil anomalies associated with epithermal style, highy altered (silicified and argillic) sedimentary units carrying pyrite, realgar, orpiment, arsenopyrite and stibnite in outcrop. All holes intersected wide sections of intense epithermal alteration and pervasive pyritic mineralization, with some arsenic mineralization noted (News release Sept. 10, 2009). The upper portions of most holes are highly oxidized / gossaneous over intervals of up to 80 meters. A total of 307 core samples, varying in length from 1 to 3 meters, were cut and sent for analysis. Results are pending and will be reported when received.

Continued drilling is targeting the eastern extension of the silicified zone intersected in drill hole CEN-08-10, which gave 1.93 g/t Au and 64 g/t Ag over 7.5 m in a zone of 92.1 metres, from 3 to 95.1 m, which assayed 237 ppb Au and 8.4 g/t Ag at the top of the hole (see news release dated December 9, 2008). Geological mapping indicates that this area is part a large, 4 by 2 km zone of epithermal alteration consisting of decalcification and argillic alteration, capped by silicified breccias, which indicates the alteration may be focused in the valley to the east the silicified Centauro mesa. A total of approximately 800 meters of drilling is planned to test this area.

The 2009 budget is approximately $400,000. The property has demonstrated potential and gold prices are robust. The Company is funding the drill program from existing cash. No write down in the value of this property is indicated at this time.

The 2008 drilling plan, a summary of significant drill intersections, soil geochemical results, rock sample values, compilation maps and photos of the drill sites and an aerial photo of the Centauro mesa are shown on the Silver Spruce website at www.silverspruceresources.com.

NEWFOUNDLAND

CNL - CENTRAL NEWFOUNDLAND (100% SSE)

The property has been reduced to 310 claims (7750 ha) in one contiguous block located in central Newfoundland, to the southwest of Grand Falls-Windsor. It covers areas with potential for base and precious metals, based on geochemistry, geology and prospecting The claims were acquired by Silver Spruce under the terms of an option agreement with ASK Prospecting and Guiding, which gives them a two percent Net Smelter Return (NSR), with a one percent buyback for $1 million. The option agreement can be terminated at any time at no cost to the Company, by transferring the claims to ASK. There are no aboriginal land claims in the area.

The exploration which consisted of prospecting, basal till sampling over VLF-EM conductive targets, trenching, lithogeochemical analysis of rock samples and diamond drilling (7 holes in 830.1 m), which tested the 15 km NE/SW trend of felsic to intermediate-mafic volcanic units, is described in the year end reports, dated March, 2009 which are filed on SEDAR.

The property has been consolidated and reduced to the area of highest potential with the surrounding ground dropped or abandoned. No exploration is planned for 2009, pending availability of financing. Assessment credits are sufficient to hold the area of highest potential for the next couple of years. No write down in the value of this property is indicated at this time, however this will be evaluated for the year end.

Maps showing the property, with basal till, trench, rock, HMC and 2007/early 2008 lithogeochemical results, plus the drill hole locations are shown on the Silver Spruce website at www.silverspruceresources.com.

TWENTIETH BROOK (100% SSE)

The 20th Brook property is a 146 claim (3650 ha), road accessible, claim group located in western Newfoundland, approximately 25 kilometres from the town and port of Stephenville. The property was optioned from a group of Newfoundland, based prospectors. Terms of the option to earn a 100% interest, subject to a 2.5% NSR with a 1.5% buyback for $1.5 M, are as follows: $85,000 cash and 435,000 shares over 3 years, with $300,000 in work commitments by the end of the 3rd year. In addition, a yearly advance royalty payment, deducted from future NSR payments, of $18,000 per year, is payable for 10 years from the 5th anniversary. Fifty percent (50%) of cash payments can be substituted by shares at their value at the time of exercise at the Company's option.

The property was optioned to Falconbridge/Xstrata from 2004 to 2007, who carried out exploration, targeting Irish type Pb/Zn deposits, consisting of prospecting, geological mapping, gridding – 200 m lines, widely spaced (100 m centre) soil geochemistry, induced polarization (IP), and horizontal Loop EM (HLEM) surveys followed by 12 drill holes (TB-06-1 to 12) totaling 1,815 m. XStrata's work concentrated mainly on IP and HLEM targets with or without soil geochemical backup. The mineralized outcrops were not tested by trenching or drilling and the mineralized trend remains untested. Due diligence sampling of the showings by SSE (three selected grab samples) from the two showings, 300 m apart in a limestone (carbonate) host, which both extend over an area of more than 30 m, gave: SW zone - TB1A – 34% Pb, 15% Zn, 17.1 g/t Ag, and TB1B – 0.43% Pb, 7.1% Zn, 5.6 g/t Ag; NE zone (TH) - TBTH1 – 42.4% Pb, 7.4% Zn and 17.5 g/t Ag. Scattered mineralized boulders and minor outcrop exist between the two showings and to the north of the TH showing.

A Phase 1 exploration program which included: gridding over the lead-zinc mineralized area (NE and SW showings) followed by prospecting, a soil geochemical survey, and geological mapping on the grid, plus regional work, stream sediment sampling, prospecting and geological mapping, over the remainder of the property, was carried out in June 2009. A total of 221 soil samples and 7 mineralized rock samples, both outcrop and float, were taken on the grid in conjunction with geological mapping and prospecting. Lead/zinc mineralization was located between the two showings and to the west and north of the Northeast showing. A total of 75 soil samples were taken at 25 m intervals on recce lines over unexplained Xstrata soil anomaly A, where values of up to 5,700 ppm Zn and 386 ppm Pb, and a wide area giving values > 100 ppm lead, were located in widely spaced (100 m) samples. This anomaly is located approximately 1 km to the southwest and on strike of the SSE grid area. It was not adequately explained by three Xstrata drill holes testing the general area of the anomaly, which intersected only fault related, weak lead-zinc mineralization in the basement granitoid units.

Results were received for the trenching and sampling program carried out in July/August 2009 testing the strongly anomalous soil geochemical areas and outcropping mineralization on the main zone (News releases June 23, May 26, and Sept. 15, 2009). A total of 11 trenches were excavated, washed, mapped and channel sampled in the SW, NE and N anomalous areas over a strike length of 600 m. All trenches exposed galena (lead) and sphalerite (zinc) mineralization as disseminations and fracture fillings; however, results were inconclusive as most mineralization was fairly flat lying and was not conducive to testing with horizontal trenches and channel sampling along bedding planes. Drilling of vertical to near vertical holes will be required to test the near horizontal, bedding related, mineralization.

Highest values include 7.8% Zn / 5.1% Pb, 7.7 ppm Ag over 1.5 m and 5.4% Zn / 28.8% Pb, 10.4 ppm Ag over 1 m in trenches SWT-1,2, all located in the SW area, and 2.8% Zn, 3.4% Pb, with 4.9 ppm Ag in the N zone in trench NT-3. Wider, lower grade mineralized zones were also defined with best values of 1.32% Pb / 0.72% Zn over 4.7 m in trench SWT-4 in the SW zone. Following is a list of the trenches with the highest values noted. Where elements are not mentioned results are not significant. SW zone: SWT-1,2 - as above; SWT-3 – 0.6% Zn over 1 m; SWT-4 - 1.23% Pb, 0.72% Zn over 4.7 m incl. 1.56%

Zn, 6% Pb over 0.9 m; North Zone - NT-1 – nsv; NT-2 – 0.07% Zn, 0.91% Pb over 0.5 m; NT-3 - 2.8% Zn, 3.4% Pb, 4.9 ppm Ag over 1 m; Northeast Zone - NET-1 - 1.45% Zn, 0.15% Pb over 1 m; NET-2 - 1.18% Zn, 0.65% Pb, 3.5 ppm Ag over 1 m; NET-3 - 0.53% Zn, 2.7% Pb, 3.2 ppm Ag over 0.6 m; NET-4 – 0.03% Zn, 0.13% Pb over 1 m.

Five trenches were also attempted in the anomaly A area located further to the south, where highly anomalous soil values in lead and zinc had been located (News release June 23, 2009) along the contact between the intrusive and limey sedimentary units. Overburden depths were greater than on the Main zone and no mineralization was located in any of the trenches. The strong lead and zinc values in the soil remaining unexplained.

A Phase 3 exploration program of diamond drilling is planned for mid fall. The budget for 2009 is approx. $130 K (including matching govt funding), which can be funded from existing cash.
The Company would like to acknowledge the financial support received from the Junior Exploration Assistance (JEA) Program of the Province of Newfoundland and Labrador in the exploration of the property. A compilation map of the property, the geochemical results for the rock and soil samples and the trench locations can be viewed on the Company website at www.silverspruceresources.com.

No write down in the value of the property is indicated at this time.

CALVINS LANDING (100% SSE)

The 123 claim (3,075 ha) property, is located in east-central Newfoundland, approximately 10 kilometres from the town of Glovertown. The original property was 30 claims (750 ha) optioned from two Newfoundland prospectors in early 2009. It is road accessible via the Northwest Pond Resource Road, with the zone exposed along the road which cuts the zone. The option terms to earn a 100% interest subject to a 2% NSR with a 1.0% buyback for $1 M are: $74,000 cash and 350,000 shares over 3 years with a work commitment of $300,000 by the end of the 3rd year. In addition, a yearly advance royalty payment, deducted from future NSR payments, of $15,000 per year, is payable for 10 years from the 5th anniversary. Fifty percent (50%) of cash payments can be substituted by shares at their value at the time of exercise at the Company's option.

The property was staked by the optionees after they observed alteration/mineralization along the Northwest Pond Resource road in October 2008. The only work carried out prior to the SSE option on this newly exposed zone, has been limited prospecting and sampling by the vendors of mineralized float derived from outcrop along the road, exposed during the course of the road building. Grab sample results from 22 float samples, derived from bedrock along the road, give values from a high of 4.4 g/t Au to a low of non detect (< 5 ppb), with five samples > 100 ppb and 11 of the 22 samples anomalous (> 20 ppb). Elevated values in Mo to 71 ppm (background < 10), Ba to > 550 ppm.(background < 50), and Ag to > 6 ppm (background < 0.5 ppm) were also located.

The host felsic volcanic units are highly altered with sericite, pyrophyllite and clay minerals and carry extensive disseminated pyrite. Quartz veining carrying pyrite and specular hematite, which is sometimes brecciated, is present throughout the zone. PIMA analysis by Newfoundland government geologists indicates that alunite is present in the alteration system. The strong, high sulphidation style alteration/mineralized zone appears to be a minimum of 100 m wide.

The property lies along the Dover fault, a major suture dividing the Avalon terrane, to the east, from the Dunnage terrane, to the west, on the northern extension of the Love Cove Group volcanics which host extensive high sulphidation alteration/mineralization, such as at Hickey's Pond and the Stewart Option, on the Burin Peninsula and is similar in geological setting to the past producing, 11 million tonne, Hope Brook Gold Deposit located on the south coast of Newfoundland. High sulphidation style gold mineralization is extensive in the Carolina Slate Belt in the southern Appalachians, where past producers included the Ridgeway and Haile Mines.

A 1 day, due diligence, field visit by SSE personnel in December 2008 resulted in four selected grab samples being taken from outcrop and float/subcrop which gave values of 503 and 882 ppb Au from the float/subcrop samples of quartz/hematite veining in the central part of the zone and non detected (< 5 ppb) from the outcrop samples of pyritic sericite schist from the eastern and western margins of the zone.

Exploration in 2009, by SSE consisted of gridding, soil and stream sediment geochemistry, geology and prospecting followed by a trenching program. A small cut grid, with lines at 50 m intervals, was established over the mineralized zone on the road and the grid was soil sampled, mapped and prospected, over a 500 m strike extension. Three recce lines at 300 m intervals were placed both to the north and south along trend, to cover the possible extension of the zone. Three recce lines were also placed in the northern portion of the property, to the north of Northwest Arm, with two over an area of altered felsic volcanics and a third in an area where government lake sediment sampling had given an elevated gold value. All lines were covered by soil geochemistry at 25 m intervals, geology and prospecting. The geological mapping was inconclusive as there is little outcrop and the mineralized zone is only exposed along the road. A total of 21 rock, 16 stream sediment and 297 soil samples were taken.

The soil results were not impressive with only weak gold in soil values, up to 45 ppb, located in one sample in the area with 9 others giving values between ND (<5 ppb) to 10 ppb. All stream sediment samples gave background values. Rock samples gave one value of 1,083 ppb from a quartz- specularite boulder located near the road, but most gave values from ND (< 5 ppb) to 50 ppb.

In spite of the poor results, a total of 5 trenches were dug using an excavator in August, at nominal 50 m intervals along strike, testing the alteration zone, which strikes approximately N-S across the Northwest Pond resource road. All trenches were washed, mapped and channel sampled over variable intervals from 0.5 to 2 m, along their length. Results (News release September 15, 2009) showed that the main portion of the alteration zone can be traced for at least 200 m and is approximately 30 m wide, consisting of interbedded quartz-hematite schists, pyrophyllite schists and boudinaged quartz-specularite veins hosted in sericite schists grading into unaltered phyllitic sedimentary units. The alteration zone, which is highly foliated, deformed and boudinaged, is heavily mineralized with pyrite and specular hematite. Assay results were disappointing with the highest value 94 ppb Au over 2 .2 m in trench 1, adjacent to the road. The trench results include: trench 1 - 30 samples - anomalous values from 11 to 94 ppb over 10 m; trench #2 – 20 samples – weak anomalous values from 6 to 38 ppb over 15 m; trench #3 – 17 samples - most weakly anomalous from 6 to 38 ppb (14 of 17); Trench #4, located to the north of the road, off strike – 17 samples – no significant values; trench #5 – 18 samples – no significant values.

The budget for 2009 was approximately $50 K which was funded from existing cash. No write down in the value of the property is indicated at this time.

Compilation maps of the Calvin's Landing property, showing the location of the cut grid, the mineralized zone, the rock, soil and stream sediment sample locations plus the tranches, can be viewed on the Company's website at www.silverspruceresources.com.

LAZYMAN PROPERTY (100 % SSE)

The gold property, totaling 114 claims (2800 ha), located in the Bay D' Espoir Area, of southern Newfoundland, was optioned in July (News Release July 16, 2009***)*** from prospectors Alex Turpin and Colin Kendell. Terms to earn a 100 % interest subject to a 2.5 % NSR with a 1.5% buyback for $2.0 M are: On signing: $20,000 cash (paid) plus 150,000 shares (paid); on the 1st anniversary - 200,000 shares; on the 2nd Anniversary - 250,000 shares; for a total of $20,000 and 600,000 shares. In addition, a yearly advance royalty payment, deducted from future NSR payments, of $20,000 per year, is payable from the 4th anniversary on.

The property is located near the Head of Bay D'Espoir, Southern Newfoundland, approximately 20 kilometres northeast of the village of Milltown. It is accessible via ATV trails which stem from the Bay D"Espoir highway. Structurally related gold mineralization in altered, sheared metasediments and stockwork quartz veins was discovered in the summer of 2009 by prospecting. Host rocks are the Baie d' Espoir Group (BEG), mainly siliciclastic marine sediments and locally minor intermediate and felsic volcanics of Cambro – Ordovician age. Thirty seven (37) rock samples were taken from outcrops of either arsenopyrite bearing sheared sediments or quartz veins, 36 from the Lazyman Showing and a single sample from an outcrop 2 kilometres to the west. Thirty one (31) are > 0.1 g/t gold, with 18 > 0.5 g/t and 10 > 1 g/t gold. The remaining 6 samples are < 1 g/t gold.

At the Lazyman showing, gold mineralization occurs in sheared, arsenopyrite bearing, sedimentary units and in stockwork quartz veins exposed in outcrop over an area approximately 300 by 60 meters. Values from background (<100 ppb) to 11.4 g/t gold are noted occurring in a 300 by 100 m area, surrounded by bog with the mineralization open in all directions. Fifteen due diligence samples taken by SSE gave Au values from 5 to 1,309 ppb with all samples taken from areas away from the higher grade, quartz veins.

Follow up prospecting was carried out in August 2009, on parts of the property, essentially "peripheral claims" away from the Lazyman showing, that required assessment expenditures in order to maintain them (News release September 15, 2009). A total of 70 samples were taken. The highest value located was in LM062, with 1.595 g/t gold, taken from an outcrop located 1.6 km to the northeast and on strike with the Lazyman Showing. Three other anomalous values were in the 100 ppb Au range, at 71, 98 and 219 ppb. All others varied from ND (<5 ppb) to 34 ppb Au.

Results confirm the auriferous nature of the host sedimentary units and the potential for significant gold mineralization in the area. The property has potential to host large tonnage, low grade grade gold mineralization similar to the Touquoy Deposit (13.2 million tonnes grading 1.5 g/t gold) presently being prepared for production by Atlantic Gold.

Continued exploration will consist of detailed prospecting in conjunction with soil geochemistry followed by systematic channel sampling at the Lazyman Showing. This work is dependent upon funding being available in 2009. If funding isn't available in 2009, the work will be deferred until 2010. Trenching and diamond drilling is contingent on positive results from the initial surveys. A compilation map can be viewed on the Company website at www.silverspruceresources.com

Analyses were carried out at Accurassay Laboratories in Thunder Bay, ON after sample preparation at the Gambo, NL preparation facility. Samples were analysed for gold by fire assay using an atomic absorption finish plus an ICP-31 technique for other elements.

RAMBLER SOUTH PROPERTY (100 % SSE)

The Rambler South gold property, totaling 56 claims (1400 ha), located on the Baie Verte Peninsula in north central Newfoundland, approximately 20 kilometres from the town of Baie Verte, was optioned from Northeast Exploration Services, Krinor Resources Inc. and Peter Dimmell (PMD) (News release July 16, 2009). PMD is an insider, as a director and VP Exploration of SSE, and Krinor Resources is a Company owned by PMD and his wife and as such the option agreement was subject to TSX-V acceptance, which was received on September 2 (News release September 10, 2009). Terms of the option to earn a 100 % interest subject to a 2.5 % NSR with a 1.0 % buyback for $1.5 M are: A total of $95,000 cash, and 1,050,000 shares over two years and a work commitment of $500,000 by the 2nd anniversary with $100,000 to be spent in the first year. In addition, a yearly advance royalty payment, deducted from future NSR payments, of $10,000 per year, is payable from the 4th anniversary on.

The property is road accessible via the Gull Pond Resource Road which, extends past the Rambler mine site and cuts the northern portion of the property and extends to the southern part of the property along the Brass Buckle trend.

All gold mineralized zones, from north to south – the Krissy, SB and Brass Buckle, are structurally related. Gold mineralization at the Krissy and Brass Buckle zones, both of which have visible gold, is associated with sulphide rich quartz veins emplaced along shear zones and related to the intrusion of linear quartz porphyry bodies. Values vary from background (100 ppb or less) to 12.5 g/t / 1.5 m - Krissy channel and 65 g/t over 1 m (including 280 g/t over 0.25 m) – Brass Buckle - DDH. The host rocks are the Pacquet Harbour Group (PHG), mainly mafic volcanic units, the host for the gold rich Rambler deposits located to the north, which are cut by intrusive units – the Burlington Granodiorite to the west and a number of quartz porphyry dikes thought to be related to the Cape Brule Porphyry, to the east.

The South Brook till anomaly appears to be related to shearing along the southern contact of the northeasterly trending “tongue” of Burlington Granodiorite that cuts the Pacquet Harbour Group (PHG) to the northeast of Gull Pond. Four till exploration programs carried out from 1989 to 2007, with all samples processed by Overburden Drilling Management of Nepean, ON., defined a gold in till anomaly, with gold grain counts up to 200 grains and background values < 10 grains with many at 0 grains, 3.5 km long and up to 1.5 km wide to the southeast of the “tongue”. The assumed source area, defined in 2007 by ODM using close spaced (50 m) sampling, with gold grain counts up to 1360 grains with 96 % pristine, lies along the south side of the “tongue” and is believed to be a chlorite altered shear zone in the mafic volcanic units of the PHG. Four to six holes at 50 m centres are planned to test this zone. No previous trenching or drilling has tested the probable source area of the SB gold in till anomaly.

Gold mineralization, including visible gold, at the Krissy zone, is associated with sulphide rich quartz veins emplaced along a shear zone, up to 5 m in width, related to the intrusion of linear quartz porphyry bodies. Values vary from background (100 ppb or less) to 12.5 g/t / 1.5 m in a channel sample in the trench 2 area on L 22 E. The Krissy boulder, an approximate 500 lb boulder composed of recrystallized quartz veins with pyrite and visible gold in an altered/sheared sericitic volcanic unit, located on L 17 E, 500 m to the west of the Trench 2 area and across the ice direction, has never been sourced. 1 or 2 holes are planned subsequent to a detailed soil geochemical survey targeting the Krissy shear, to define the gold rich areas along the shear zone.

The Brass Buckle and SB zones were discovered by Corona Corporation in the late 1980’s / early 1990’s. PMD first acquired the property by staking the Krissy Trend after the discovery of visible gold in the Krissy boulder during prospecting in 1992. The property has been optioned to five different companies over the past 17 years and exploration by these companies and PMD/Krinor/NE Exploration has enhanced the property potential with each exploration phase. Drilling has tested the Brass Buckle (13 holes) and

Krissy (6 holes) trends, with significant but narrow gold intersections noted in both cases – Krissy - 6.9 g/T over 0.3 m; Brass Buckle - 65 g/t over 1 m (incl. 280 g/t / 0.25 m) Five due diligence samples taken by Silver Spruce gave Au values from 15 to 13,563 ppb with the high value taken from the Krissy trend in the same area as the high channel sample value.

Exploration will consist of compilation, rehabilitation of the Krissy grid along the Krissy Trend, soil geochemistry and prospecting followed by trenching / diamond drilling on the Krissy Trend and linecutting followed by diamond drilling on the SB gold in till anomaly. A drill was mobilized to the property in the second week of September to test the strong gold in till anomaly in the South Brook area and the Krissy zone. No work is planned on the Brass Buckle trend this year.

Core samples from the Rambler South property will be sent to Eastern Analytical Laboratories in Springdale, NL., a recognized local laboratory to be analyzed for Au by fire assay (1/2 assay tonne) plus a ICP-11 technique for other elements. Standard QA/QC techniques as described on the SSE website will be carried out.

OTHER PROPERTIES / PROJECTS

The Company continues to evaluate properties and opportunities under a "general exploration" budget. These projects/properties/opportunities include various commodities in various parts of the world, generally where the Company already has assets such as Newfoundland and Labrador and Mexico. Other projects may be generated from this work and information will be released as they are acquired.

An example of the type of project generated includes the Napes Ashini grubstake arrangement with an Innu Prospector, Napes Ashini and his associates. The Company provides transportation, other logistical support and geological expertise to this group, led by Napes, who are using historical knowledge gained from their ancestors to evaluate prospective sites throughout their traditional areas. This project, which has had some success in generating areas of interest, will be continued, albeit at a lower level, in 2009.

General exploration costs are expensed as spent unless they result in the acquisition of a property when they are then capitalized against the property.

URANIUM

LABRADOR

Nunatsiavut Moratorium on Uranium Development

The Nunatsiavut Government (NG) instituted a 3 year moratorium on uranium mine development in their territory, Labrador Inuit Lands (LIL) in Labrador in April 2008, until they develop a comprehensive land use plan. Exploration is still allowed, however development is in question until the moratorium is lifted. The moratorium issue has recently been addressed by the Premier of the NG, who indicates that the land use plan is progressing however the moratorium will stay with little chance that it will be lifted prior to the planned end in March 2011. Labrador Inuit Settlement Area (LISA) lands are jointly controlled by the NG and NL governments and are not subject to the moratorium. LI Lands (LIL), comprise approximately 10% and Labrador Inuit Settlement area Lands (LISA) comprise 30%, for a total of 40% of Silver Spruce's properties in Labrador. The Two Time zone and the western portion of the CMBNW and the Snegamook properties lie outside of the LIL/LISA lands on lands claimed by the Innu people of Labrador. The Straits property in southern Labrador is outside of all of the land claim areas. The imposition of this moratorium combined with the drop in uranium price and the problems in the global markets in general have made it almost impossible to raise money for uranium exploration in Labrador. Most companies, including Silver Spruce, have put their uranium projects in Labrador on hold for the near term pending the resolution of the moratorium issue and an increase in the price of uranium. While the properties are essentially on care and maintenance, positive news on the uranium and / or moratorium front could result in immediate re-activation of the projects.

THE CENTRAL MINERAL BELT (CMB)

The CMB has been the most active uranium exploration area in Canada, after the Athabasca Basin up until late 2008. The first discovery of uranium in the CMB was made in 1951, prompting exploration up until the 1970's mainly by the British Newfoundland Exploration Company Limited (Brinex) and partners who discovered the Kitt's deposit in 1957, the Michelin deposit in 1968 and the Gear, Inda and Nash prospects in 1968/69. These properties, except Kitts, which is in an Exempt Mineral Land (EML), are now held by Aurora Energy (Fronteer Development). A mining plan for the Kitts and Michelin deposits and an associated uptake agreement with Consolidated Edison was completed in the mid 1970's however a significant drop in uranium prices in the late 1970's caused the project to be shelved, the abandonment of uranium exploration in Labrador and the surrendering of their concessions in 1983 and 1985.

In 2003, the Fronteer/Altius joint venture (now Aurora Energy) was formed to evaluate the iron oxide copper gold (IOCG) potential of the CMB. The potential of the shear zone hosted uranium was noted at the Michelin and other deposits and with the increase in the price of uranium, emphasis was then placed on uranium as a commodity and blanket staking of Brinex showings was carried out. Airborne radiometric/magnetic surveys in 2004/2005 resulted in definition of the known showings plus the generation of new targets in the Michelin, Otter Lake and Jacque's Lake areas. On September 18th 2009, Fronteer announced a positive preliminary economic assessment for the Michelin project which supports a robust open-pit and underground uranium mining operation at the Michelin and Jacques Lake deposits, and a milling facility at Michelin producing up to 3300 tonnes of uranium oxide (U_3O_8) per year. The deposits have measured and indicated resources of 35,000 tonnes of U_3O_8, plus 16,000 tonnes inferred resources, mostly requiring underground mining. An investment of C$1.05 billion ($980 million) is required with production ramping up to about 3000 tonnes per year. They note that the moratorium is in place until March 2011, and expiry of this will coincide with completion of a land use planning assessment being undertaken jointly by the Nunatsiavut and Newfoundland-Labrador governments.

Crosshair Exploration and Mining (Crosshair) optioned the Moran Lake property in the winter of 2005 and flew an airborne survey the following summer. Crosshair's main target is the copper/uranium/magnetite/hematite mineralized zones of the Moran Lake A, B and C deposits, discovered and drilled by Shell Canada in the 1970s, which are peripheral to large gravity anomaly possibly representative of an Olympic Dam type target. A 43-101 compliant resource, in the C Zone, Armstrong and Area 1 zones, of approximately 5.2 million lbs indicated and 5.8 million lbs inferred U_3O_8 was announced on August 7, 2008. In 2008, Crosshair purchased a 60 % interest in the Two Time zone and the CMBJV (with Silver Spruce) from Universal Uranium indicating their recognition of the potential of the area. Exploration on their projects in the CMB, except for those in the JV that require assessment expenditures, has been curtailed due to the problems associated with the NG's moratorium on uranium mining. The projects are on hold pending higher prices, the resolution of the moratorium issue and better financing opportunities.

SILVER SPRUCE WHOLLY OWNED PROPERTIES (100%)

Silver Spruce (SSE) owns a 100% interest in 2970 claims in Labrador (approx. 743 km^2) outside of the CMB JV. These are 100% owned by SSE and include the following properties - Snegamook Lake (86 claims), Double Mer (219 claims), Straits (423 claims), Mount Benedict (1587 claims), Makkovik River (200 claims), Tukialuk Bay (247 claims), Jeanette Bay (60 claims), Lake Michael (57 claims) and Michelin (91 claims). The Snegamook Lake property was optioned from a Newfoundland prospecting group and this group retains a two percent Net Smelter Return (NSR). The Double Mer and Straits properties were staked in an arm's-length deal with a local prospector and he retains a one-percent Net Smelter Return (NSR) on these properties. The Mount Benedict property was acquired by staking and option with a 1% NSR payable on 592 claims of the original staked ground. The summaries have been shortened considerably for this quarterly report and more detailed descriptions of the properties and the exploration carried out on them are in the year end reports filed in early March, 2009.

All analyses were done at the Activation Laboratories (Actlabs) facility in Ancaster, Ontario, after sample preparation at the Actlabs prep facility in Goose Bay. Uranium and other elements are analyzed by an ICP technique. If this yields results in excess of 250 ppm uranium, follow-up by delayed neutron counting (DNC) is performed. A quality assurance/quality control (QA/QC) program, described on the Silver Spruce website, is in place to increase confidence in the results generated.

SNEGAMOOK LAKE

The Snegamook property, located just to the southeast of Snegamook Lake, consists of 86 claims (21.5 km^2), and is surrounded by the CMBNW JV property to the north, west and east and the Santoy (now Virginia Energy) "Fishhawk Lake" property to the south. The Company has earned a 100-percent interest subject to a two-percent Net Smelter Return (NSR) to the optionees. The property was staked on the basis of government lake bottom surveys which showed anomalous uranium lake sediment values from 7.6 to 49.2 parts per million (ppm) against a background of approximately 5 ppm. The property is located outside of lands owned by the Nunatsiavut government, on lands subject to the Innu Land Claim and it is not subject to the recently announced moratorium on uranium development.

Exploration from 2006 to 2008 included: an airborne radiometric / magnetic survey, prospecting, lake sediment sampling, linecutting, RadonEx radon gas surveys, prospecting and diamond drilling (53 holes, 13,765.3 m). Prospecting and diamond drilling has located a two main areas of mineralization. The Near Miss Showing, located in the southwestern portion, gives values from 78 to 5000 ppm (0.008% to 0.5%) U_3O_8 in rock samples from outcrop and also shows good coincidence with RadonEx radon gas anomalies. Diamond drilling has located the Snegamook Zone along the Two Time trend, 1.3 km south-

southeast of the Two Time Zone, on the CMBJV property jointly owned by Silver Spruce (40%) and Crosshair Exploration and Mining (60%). A total of 17 drill holes have tested the zone, intersecting a 20 to 50 meter wide section of uranium bearing, brecciated and/or altered monzodiorite with moderate to strong chlorite, hematite and carbonate alteration, the same geological setting as the Two Time Zone. Four individual mineralized zones were identified and traced over a strike length of 300 meters and to a vertical depth of 200 meters. The zones are shallow dipping (15 to 20 degrees to the west) and vary in width from five to 53 meters with grades ranging from 225 to 771 ppm U_3O_8. Individual one meter values range from 50 to 1,110 ppm U_30_8, with the widest section in SN-08-8 averaging 206 ppm U_30_8 (0.41 lbs/ton) over 73 meters, similar to values located in the Phase 1 drill program on the Two Time Zone. Higher grade zones, 0.11% (2.13 lbs/ton) U_30_8 over three meters and 0.11% (2.22 lbs/ton) U_30_8 over two meters, were located in SN-08-18. The zones appear to be disrupted to the south and down dip by steeply dipping fault structures that displace the basement gneiss units but remain open to the north. Additional drilling is required to delineate the zone. Two drill holes (SN-08-18 and SN-08-20) tested a radon gas anomaly 500 meters to the south of the Snegamook Zone. They intersected nine meters (210 to 219 meters) of 552 ppm U_3O_8 and five meters (191 to 196 meters) of 224 ppm U_3O_8. Additional drilling is required to determine the significance of these intersections.

The **Near Miss showing**, sub-angular boulders and outcrop covering an area approximately 100 metres by 30 metres, lies approximately four kilometres southwest of the Two Time showing Drilling gives erratic uranium mineralization over narrow widths hosted in hematized, brecciated, granitic to monzodioritic units**.** The hematite microbreccias give individual one meter intervals grading from 113 to 2,117 ppm U_30_8 with the widest intersection averaging 213 ppm U_30_8 (0.43 lbs/ton) over 16 meters including one meter of 0.21% (4.23 lbs/ton) U_30_8. The mineralization is developed proximal to and along the contact with the older Archean Gneiss, which is dipping shallowly to the east.

No exploration is planned for 2009 due to the price of uranium and budgetary restraints. Assessment reports have been completed and the property has been consolidated allowing it to be kept without further work for over 5 years, with only a renewal payment of $2,150, due in 2010. The project continues to show good potential which should be realized once prices return to higher levels..

As a result of an internal analysis of impairment issues related to the price of uranium and the NG moratorium which have resulted in an inability to access financing, the property was written down by $1,114,465 at the 2008 year end. No further write downs are required at this time however impairment issues will continue to be examined quarterly.

Plan maps showing the drilling on the Snegamook Property, including the Snegamook Zone, can be viewed on the Company website www.silverspruceresources.com.

DOUBLE MER

The Double Mer property consists of 219 claims (55 km^2), located in the Double Mer-Lake Melville area of Labrador, approximately 110 kilometres east of Happy Valley-Goose Bay. The original property was acquired by staking in 2006 in an arm's length deal with a local prospector who retains a 1% net smelter return (NSR). The property lies entirely within LISA lands and covers strong uranium in lake sediment anomalies located by the NL government with anomalous values ranging from 10 to 470 ppm (OF 408) against a background of approximately five ppm hosted in leucogranites of Helikian age. Previous exploration has included work by the Newfoundland government which included a 1 km spaced line radiometric survey and ground follow up (Open File 408) and Northgate/Whim Creek Consolidated (WCC) in 1979-1980, which included ground scintillometer surveys, trenching and diamond drilling.

SSE exploration included: a radiometric/magnetic survey which resulted in the selection of 40 strong to moderate strength targets, located in various lithologies and in magnetically low and high areas; data compilation; prospecting; geological mapping, geochemistry (streams, soils) and ground geophysics (scintillometer/radon gas). The combined radiometric / magnetic survey in 2006 resulted in 40 strong to moderate strength radiometric targets selected for follow up.

In 2006, prospecting in the area of WCC Zone A, located 10 rock samples giving values greater than 100 ppm U_3O_8, with a high value of 2,640 ppm uranium (0.33% U_3O_8) associated with high spectrometer readings (> 10 K cps), in the area of the trenches. In the soil/humus geochemistry, 12 samples giving greater than 50 ppm uranium were located with high values of 200 ppm for the H horizon and 142 ppm for the B horizon, in two areas, one generally coincident with the WCC Zone A area and one area outside the known mineralization. The WCC trenches and ddh's were relocated and found to be north of the east-west trending magnetic high associated with a radioactive trend on the radiometric maps.

Exploration in 2008 consisted of geological mapping/prospecting, soil geochemistry and radon gas sampling and ground radiometric surveys over the higher priority airborne radiometric targets and anomalous U values in lake sediments. Two styles of uranium mineralization are noted – pegmatite hosted (primary) and structurally-controlled (secondary) in structural traps, in the form of breccia and/or mylonite zones, developed in the polydeformed gneisses. A 10 km long, linear, east-west to east-northeast trending, anomalous radiometric zone (Anomalies DM-1 to 17), gives seventy-six (76) samples with values > 500 ppm U_3O_8, with 42 > 1,000 and 7 over the 95^{th} percentile of 2,200 ppm with a high of 4,281 ppm (0.43%) U_3O_8. Uranium in soil values, up to 208 ppm (background < 10 ppm) and radon gas anomalies occur over mineralization, over widths up to 30 meters, associated with short, steep, scarps characterized by breccia units. Mineralization is also noted in a highly deformed, white, recrystallized, quartz pegmatite up to 40 meters wide, but generally 5-10 m, which can be traced over a 300 m strike length. Further work is required to define these showings which have both strike and width potential.

Regional surveys show areas of uranium potential which require ground follow up. The property has been consolidated / reduced with the claims over areas showing potential in good standing for two years.

No exploration is planned for 2009. No write down in the values of the property is indicated at this time due to the early stage of the exploration however impairment issues will continue to be examined quarterly.

STRAITS

The Straits property, located in the Barge Bay-Henley Harbour area, on the Straits of Belle Isle, approximately 300 kilometres southeast of Happy Valley-Goose Bay, consists of 423 claims (106 km^2) after consolidation. The original claims were staked in an arm's length deal with a Newfoundland prospector who retains a 1% net smelter return (NSR). The property lies outside of the aboriginal land claims of both the Inuit and Innu of Labrador. The property covers uranium in lake sediment anomalies located by the Geological Survey of Canada, with anomalous values ranging from 10 to 239 ppm against a background of approximately 5 ppm (97 percentile - 28 ppm) associated with copper values over 75 ppm (99 percentile) against a background of <20 ppm, associated with a north-northwest trending fault structure. The area was never explored for uranium prior to the SSE work as the government regional geochemistry was carried out after the uranium rush of the 1970's.

Exploration has included: an airborne radiometric/magnetic survey which gave 21 significant radiometric targets; compilation; remote sensing; and ground field work, which included prospecting, lake sediment and soil geochemistry, and geological mapping. Mineralized areas were defined by prospecting and lake sediment geochemistry in three areas 1) the central portion of the claim group, along a northeast trending structure with offsetting northwest trending structures, over a 7 km strike length with a high value of 0.16 % U_3O_8; 2) in the northeastern part of the group, a northeast trending zone with host rocks - aplites and mafic intrusives (gabbros), gneisses and pegmatites; and 3) in the western portion of the group, a linear, north-south trending zone of large, irregular, pegmatite dikes with erratic values up to 2650 ppm (0.26 %, 5.2 lbs/ton) U_3O_8. Uranium/thorium ratios were good (minimum of 3 to 1) in most areas although some areas of high thorium values, with low U/Th ratios were located.

Exploration in 2008 consisted of stream sediment, radon gas and soil geochemistry, ground scintillometer surveys, prospecting, geological mapping and compilation evaluated radiometric and lake sediment anomalies and prospecting discoveries. The two most significant showings were in the south central part of the property near the coast. The "BB shot" showing, with scintillometer values up to 34,000 cps (background < 200 cps), gave values up to 67,439 ppm (6.7 %) U_3O_8 in outcrop along the contact of a, weakly gneissic, fine-grained granite, and a pegmatite with associated magnetite and biotite. The "Bingo" showing, approximately 3 km from the BB shot, and also associated with the contact of the granite and orthogneiss, gave 17 anomalous values (>10 ppm U_3O_8) with a high value of 5,887 ppm $U_3O_{8,}$ associated with uranophane staining. Three other anomalous areas were also defined: Area 1 - In the south-west, in uranium bearing pegmatites; Area 2 - In the central part where anomalous uranium values in rocks and streams were located, and Area 3 - in the north where anomalous uranium in soil values are coincident with airborne radiometric anomalies. The mineralized zones are narrow, to a maximum of 1-2 m wide, but generally 1 m or less. Uranium/thorium ratios averaged 5:1 in samples giving uranium values >250 ppm. Anomalous values in Th, Cu (to 2,720 ppm) and Pb (>5,000 ppm) were also found with the higher thorium values giving low uranium values. The property is considered lower priority due to the narrow width of the mineralized zones and the thorium association.

Regional surveys have shown areas of uranium potential which require further ground follow up. The property has been consolidated with the claims retained over the areas of highest potential in good standing for at least the next two years. No exploration is planned for 2009.

As a result of an internal analysis of impairment issues related to the price of uranium and the NG moratorium which have resulted in a inability to access financing, the property was written down by $448,552 at year end 2008 No further write down is required at this time however impairment issues will continue to be examined quarterly.

MOUNT BENEDICT

The property consists of 1,587 claims (approximately 397 km^2), located in the Benedict Mountains area, approximately 180 kilometres northeast of Happy Valley-Goose Bay and 30 to 70 km to the south of Makkovik. The claims are 100% owned by Silver Spruce, subject to a one percent Net Smelter Return (NSR) to the optionee on 532 of the original claims. It is located in part on Labrador Inuit Land (LIL), with the remaining part on Labrador Inuit Settlement Area (LISA) lands. The property covers uranium in lake sediment anomalies located by the Newfoundland and Labrador government with anomalous values ranging from 10 ppm to 87 ppm against a background of less than five ppm hosted mainly in felsic plutonic rocks of the Benedict Mountains Intrusive Suite, with some felsic supracrustal units, the host for the Michelin deposit to the southwest.

Exploration since 2007 has included: compilation, airborne radiometric/magnetics, prospecting, geological, geochemical, geophysical and radon gas surveys, stream sediment geochemistry, line cutting, environmental baseline and archeological studies, followed by diamond drilling. Two significant uranium prospects, the AT-649 and the T Super 7, have been located in the northern part of the property.

The **AT-649 zone**, a high grade, uranium zone at least 10 metres wide, was discovered on a small brook, flowing into Stag Bay in the summer of 2007. The outcrop carries intense radioactivity with total count values > 10,000 cps over the 10 metre width, striking across the brook, and disappearing under the overburden, remaining open to the east and west along the apparent strike. Five representative grab samples averaged 0.497% U_3O_8 with values of 0.186%, 0.997%, 0.046%, 0.463%, and 0.796% U_3O_8 and float boulders carrying uranophane, downstream of the showing gave values ranging from 0.06 to 3.37 % U_3O_8 with three values > 1 %. The host rock is an altered (potassic ?), fine grained, feldspar rich (plagioclase), felsic to mafic intrusive of the Benedict Mountains Intrusive Suite (BMIS) which has been fractured and veined with uraninite/pitchblende and magnetite and which shows extensive uranophane staining. Extensive iron oxides (magnetite) and minor sulphides (pyrite/pyrrhotite) are associated with the uranium mineralization making the unit a magnetic high. Diamond drilling in 2008 (1,262.9 m in nine holes - MBAT-08-1 to 9), defined a zone of low grade uranium mineralization hosted in a sheared to mylonitic, brecciated and fractured, felsic intrusive, a monzonite to monzodiorite, which carries extensive chlorite and carbonate alteration plus magnetite and hematite with minor pyrite. It is located along the contact between a monzonitic unit of the Mount Benedict Intrusive Suite and orthodioritic units of the Tran Labrador Granitoid Belt. The zone varies from 4 to 16 meters in width giving U_30_8 values of up to 598 ppm (1.2 lbs/ton) over one meter. Intersections include: 4.3 m of 0.025% (0.5 lbs/ton) U_30_8 in DDH MBAT-08-2, from 50.6 to 54.9 meters, at a vertical depth of 40 meters; MBAT-08-6 - 8 m at 0.021% (0.41 lbs/ton) U_30_8 from 88 to 96 m. Drill holes MBAT-08-1, 3, 5, 8 and 9 gave insignificant values. Drilling tested the zone, which appears to be shallow dipping to the southeast, along a strike length of 150 meters and to a vertical depth of 75 meters. Drill intersections are approximately 80% to 90% of the true width. The zone remains open along strike and to depth.

The **T Super 7 zone** is located 4.8 kilometers to the south-west of the AT-649 Zone. The 2008 drill program consisted of seven holes (MBS7-08-1 to 7) totaling 968 meters which tested high grade uranium mineralization in bedrock carrying values from 500 ppm to over 1.0% (20 lbs/ton) U_30_8. Weak mineralization was located over good widths as follows: MBS7-08-5 - 66 m in a northeast trending, mylonite zone carrying two separate mineralized zones: 27 m (5-32 m) at 138 ppm U_30_8 and 22 metres (44-66 m) at 278 ppm $U_30_{8,}$ separated by a 12 meter wide, barren, mylonitized felsic unit. The zone is a highly altered (hematite/carbonate/chlorite silicification), mylonitized, sheared to brecciated, hematized felsic intrusive or volcanic unit. An eight meter wide, higher grade section, from 51 to 59 meters graded 444 ppm U_30_8. True thickness cannot be determined however geological mapping indicates a minimum strike length of 300 meters that remains open along strike to the northeast and southwest. Radon gas surveys give strong anomalies over a minimum 750 meter strike length coincident with the trend of the zone. The style of mineralization is similar to the AT-649 prospect and is developed along a major northeast trending structure which trends through, and is associated with, the AT-649 mineralization. Other drill holes also intersected mineralization over narrow widths. Hole MBS7-08-4, targeting specialized granites, intersected a three meter (14-17 m), sheared, biotite rich zone, that gave 520 ppm U_30_8. Hole MBS7-08-3 intersected minor uranium mineralization with a best intersection of one meter (44-45 m) of 316 ppm U_3O_8 Drill hole MBS7-08-6 intersected base metal mineralization at the top of the hole, collaring in a brecciated to sheared leucogranite with coarse disseminated galena, sphalerite, pyrite and purple fluorite before passing into a more biotite rich phase of granite at 4.5 meters down hole. No significant uranium mineralization was encountered in holes MBS7-08-1, 2, 6 or 7.

Anomalous **stream sediment** values were located in uranium, gold, molybdenum, lead, nickel, copper and zinc. The best U anomaly, with values up to 397 ppm, is located in the northeastern part of the property, and is coincident with the AT 649 and T S7 showing areas, as a 5 to 6 kilometer, circular anomaly with elevated lead, molybdenum and silver values. Four circular coincident molybdenum, silver, copper, and locally lead anomalies, varying from 3 to 5 kilometers in diameter, also appear to be aligned at the intersection of northeast and northwest trending faults in the southeast part of the property. Strong pyrite-sericite alteration in a felsic unit with elevated Mo and Cu values, was located in the central part of the property suggesting that high level porphyries may be present. Gold (Au) values up to 47 ppb were clustered in the southwestern portion of the property.

The property was consolidated to retain only those areas of the highest potential. No exploration is planned for 2009. Results of the 2007/08 exploration, including the results for the prospecting and lake sediment surveys, a schematic plan map of the sampling, a plan map and spreadsheet showing the results at the AT-649 showing, the airborne targets and the drill plan for the T Super 7 and AT-649 zones, along with photos of the discovery area are shown on the Company's website (www.silverspruceresources.com).

As a result of an internal analysis of impairment issues related to the price of uranium and the NG moratorium which have resulted in an inability to access financing, the property was written down by $1,470,137 at year end, 2008. No further write downs are required at this time however impairment issues will continue to be examined quarterly.

MAKKOVIK RIVER

The Makkovik River property consists of 200 claims (50 km^2) in the Makkovik River area of east central Labrador, 15 to 25 km to the east-southeast of the town of Postville. The claims were acquired by staking in the fall of 2006. The property lies within LISA lands.

Exploration consisted of an airborne radiometric/magnetic survey, and stream sediment geochemistry in conjunction with prospecting and scintillometer traverses. Three high-priority, eight moderate-priority and a number of lower priority targets were noted on the airborne survey. Uranium mineralized float boulders giving values from 0.049% to 0.733% U_30_8 were discovered along a northeast trending zone, 1.5 to 2 kilometers in length in 2007. The mineralization is hosted in sheared/hematitized extrusive and intrusive rocks. Limited follow up in 2008 did not locate any significant, anomalous rock samples or radioactive units other than the samples located in 2007 (News release dated August 5, 2008). Radon gas surveys were carried out but results gave only weakly anomalous readings. Further exploration is dependent on compilation of all the work completed to date. No field work is planned for 2009.

Exploration has showed little potential for uranium or other mineralization. The property will be maintained until assessment expenditures run out. The costs associated ($240,889) were written off at year end.

Results for the 2007 prospecting surveys and the uranium airborne targets are shown on the Company's website (www.silverspruceresources.com).

MICHELIN

The property consists of 91 claims (23 km^2) in one contiguous block, staked in April 2009 located 5 km from Fronteer's Michelin deposit. It was acquired due to its location in the vicinity of the deposit. Compilation work will be carried out in the fall / winter of 2009 to assess the potential for uranium mineralization on this property.

TUKIALUK BAY

The property, totalling 247 claims (62 km^2) in one block, is located along the Labrador coast in the Tukialuk Bay area, to the east of the Mount Benedict property and approximately 60 km to the south of Makkovik. The claims were acquired by staking as a result of the AT-649 discovery on the Mount Benedict property, in similar geology to the northwest. They are located on LIL lands and are contiguous with claims held by Mega Uranium.

Exploration consisted of stream sediment geochemistry and prospecting. Strong uranium stream sediment geochemical anomalies were located with most occurring in the central part of the claim group coinciding with anomalous lead (Pb), molybdenum (Mo), copper (Cu) and silver (Ag) values. The area is underlain by weakly foliated to massive medium to coarse grained, biotite rich, granites with accessory fluorite. Weakly anomalous uranium analytical values in the 100 ppm range with high thorium / uranium ratios were found.

The property has been consolidated to those areas showing the highest potential and it remains in good standing for the next two years. No exploration is planned for 2009. No write down in the value is indicated due to the early stage exploration at this time however impairment issues will continue to be examined quarterly.

JEANETTE BAY

The property, totaling 60 claims (15 km^2) is located along the Labrador coast in the Jeanette Bay area, to the east of Mount Benedict and approximately 85 km to the southeast of Makkovik. The claims were staked to cover similar geology and uranium lake sediment anomalies to those of the Mount Benedict property. They are located in LISA and LIL and are contiguous with claims held by Mega Uranium.

Exploration in 2008 included stream sediment sampling and prospecting. A strong, coincident, uranium-lead-molybdenum stream sediment geochemical anomaly, with uranium values up to 103 ppm, was defined in the northwestern portion of the property along the contact between mid Paleoproterozoic foliated granodiorites and Late Paleoproterozoic massive granites, similar to the geological setting that hosts uranium mineralization at the AT- 649 zone on the Mount Benedict property. Ground reconnaissance located anomalous scintillometer readings in outcrop, however no sampling was carried out due to the lateness of the season. Other uranium anomalies (to 43 ppm) were located in the western section and several gold anomalies (to 33 ppb) occur on the eastern and central parts of the property. A cluster of anomalous scintillometer readings are found in the northwestern portion of the property, coinciding with the anomalous U, Pb, and Mo stream sediment values.

The property has been reduced to 60 claims which can be retained for at least for the next two years. No exploration is planned for 2009. No write down in the values of the property is indicated at this time due to the early stage exploration however impairment issues will continue to be examined quarterly.

LAKE MICHAEL

The property totaling 57 claims (14 km^2) is located along the Labrador coast in the Lake Michael area, to the southeast of the Mount Benedict property and approximately 75 km to the southeast of Makkovik. The claims were staked to cover similar geology and uranium in lake sediment anomalies as on the Mount Benedict property, to the northwest. They are located mainly in LISA lands.

Exploration in 2008 consisted of stream sediment sampling and prospecting. A moderate strength, coincident uranium-molybdenum-copper stream sediment geochemical anomaly was defined in the south central part of the property. The area is flat with extensive bog cover masking the underlying bedrock. The anomaly is underlain by Late Paleoproterozoic intrusive, quartz monzonite and granodiorite, and early Mesoproterozoic gabbro and amphibolite. Moderately elevated scintillometer values are scattered over the southwestern part of the property but are non coincident with the U-Mo-Cu stream sediment anomaly. No follow up has been carried out.

The property was reduced to retain claims showing the most potential for at least the next two years. No exploration is planned for 2009. No write down in the values of the property is indicated at this time due to the early stage exploration however impairment issues will continue to be examined quarterly.

JV PROPERTIES (40% SSE / 60% CXX)

CENTRAL MINERAL BELT JV

The CMBJV properties consist of 4069 claims (1017 km^2), after consolidation of the properties to those areas showing the highest potential, in the Central Mineral Belt (CMB) of Labrador, making the Silver Spruce/Crosshair JV the second-largest claimholder in this region. The properties are proximal to the Michelin, Moran Lake and other uranium showings under exploration/development by Aurora, Crosshair, Santoy (Virginia) and Mega Uranium and are located, to the west of and inland from, the coastal Postville-Makkovik area of Labrador, approximately 150 kilometres northeast of Happy Valley-Goose Bay. The properties were acquired by staking to cover uranium in lake sediment anomalies located by the Newfoundland and Labrador government with anomalous values ranging from eight to 98 ppm, with many in the 20 to 70 ppm range, against a background of less than five ppm hosted in volcanic, sedimentary and plutonic rocks, with potential for unconformity style deposits similar to those in the Athabasca Basin, iron oxide copper gold deposits such as Olympic Dam, shear hosted style uranium deposits such as the Michelin and granite hosted deposits such as the Rossing Mine in Namibia.

Silver Spruce's original joint venture partner, Universal Uranium, earned a 60% interest in the CMBJV in March 2007 by spending $2 million under an option agreement signed in the spring of 2006. UUL sold its 60% interest to Crosshair Exploration and Mining in May 2008, for 10 M Crosshair shares plus $500,000, with UUL retaining a 2% NSR on the 60%. Crosshair, with its 60% majority interest has taken over the operatorship of the JV.

Exploration, from mid 2006 to early 2008 has consisted of a helicopter-borne radiometric/magnetic survey, a limited airborne gravity survey over part of the CMBNW property, prospecting using scintillometers, lake sediment, soil and radon gas geochemistry, ground scintillometer surveys, geological mapping, and trenching and diamond drilling on the CMBNW property only. Seventeen high priority airborne radiometric anomalies, including four on Jacques' Lake, two on CMBNW, four on CMBSE, one on CMBE and six on the CMBNE properties, were selected for follow up in late 2006. Ground follow up, consisting of prospecting using hand-held scintillometers in late August to September 2006, located the Two Time zone on the CMBNW property.

Given the problems of the global financial crisis, the budgetary restraints most junior companies are subjected to at this time, the impact of the NG uranium moratorium and the price of uranium, only limited regional exploration, required to keep the properties in good standing and evaluate them, was carried out on the CMBJV properties in 2009, aimed at consolidating, reducing and retaining those properties which show the most potential. Crosshair, as operator, in consultation with the Company, has planned an exploration program with a budget of $370,000 (SSE's portion $148,000). SSE's portion will be funded out of available cash with bonds totalling $262,000 (SSE's portion $104,800) already posted with the government. The properties are discussed individually in the following sections.

Impairment Issues

Crosshair paid 10 M shares plus 7.5 M warrants plus $500,000 for Universal Uranium's 60 % interest in the CMB JV (worth approx. $ 6 M). In addition UUL retains a 2 % NSR on the 60 % that they owned. This put a value, based on the stock and cash only, of SSE's portion of the JV properties at approximately $ 4 M at the time of the deal. Some portions of the JV (i.e. Jacques Lk, CMBSE etc.) require work to hold them beyond 2009. Consolidation (regrouping), reducing and abandonment of claims that show little promise, has been carried out by Crosshair in consultation with SSE. The Seal Lake / Seal Lake North property costs ($60,424) were written off at year end 2008 due to poor exploration results.

No write down in the value of the rest of the properties in the CMBJV, unless abandoned, is indicated at this time since the Two Time zone has significant intrinsic value and the rest of the properties are early in the exploration cycle. Impairment issues will continue to be examined quarterly, especially in light of the 2009 work being carried out by Crosshair, and if required write downs will be taken.

CMBNW

The CMBNW property, in the north-western portion of the CMB, consists of 1,858 claims (464.5 km^2) acquired by staking in 2006. It is located partially on LISA lands, and partially on lands covered by the Innu land claim, approximately 110 km to the west of Postville.

Exploration has consisted of compilation, airborne radiometric/magnetic and air gravity surveys, prospecting, line cutting, stream, lake sediment and soil geochemistry, geological mapping, and geophysical (RadonEx) surveys, trenching/stripping, diamond drilling and a resource calculation on the TT zone completed in April, 2008. Crosshair has been carrying out compilation of data, plus due diligence core logging and ground truthing since acquiring the operatorship of the JV in late summer 2008. The Two Time showing was discovered by prospecting using scintillometers, at the location of the CMBNW#2 airborne radiometric anomaly in September 2007. An **air gravity** survey in the Kanairiktok River area including the Two Time Zone area showed a number of gravity features, both positive and negative, some of which appear to be associated with the Two Time mineralization, and possible extensions to the north and south. **Lake sediment geochemistry** gave values ranging from background (< 17 ppm) to 374 ppm and defined two significant anomalous areas: to the south of the Kanairiktok River, encompassing the Two Time zone and the HF occurrence and continuing to the northeast to an unexplored area where the highest values were located and an area to the north of Snegamook Lake, in the northwest portion of the property, with values from 5.4 to 258 ppm and 3 values greater than 60 ppm. **Soil geochemical** surveys centered on radon gas anomalies and/or radioactive showings over selected areas to the east and north of the Two Time Zone gave uranium values from 0.1 to 130 ppm, with a mean value of 2 ppm. Four anomalous areas are highlighted: to the north of the Two Time Showing; 2.5 km to the east of the Two Time Showing, 4.5 km to the east-northeast of the Two Time zone and on a small grid in the southeastern part of the property, covering the extension of a structural lineament carrying uranium mineralization on an adjoining property. **RadonEx** (radon gas) surveys defined a trend of radon anomalies, thought to represent uranium mineralization, along the Two Time trend and showed a number of other mineralized structural trends with significant anomalies, some much larger and stronger than the anomaly over the TT zone, mainly over favourable geology and structural lineaments to the east and southeast of the TT Zone. **Prospecting** located significant mineralization, uranium bearing hematite breccia zones, along a number of linear trends in the northeastern and southeastern portions of the property. Five samples with values > 0.5% U_3O_8 (10 lbs/ton) and 31 with values > 0.1% U_3O_8 (2 lbs/ton) were located associated with major east-northeast (ENE) or north-northwesterly (NNW) trending structures, the most significant of which is a 12 km long east-northeast trending suture which extends across the Snegamook property, approximately 2.5 km south of the Two Time zone, to an area of the highly anomalous lake sediment values. Another area, trending ENE and giving values up to 0.93% U_3O_8 (18.6 lbs/ton) in float boulders and 0.4% U_3O_8 (8 lbs/ton) in outcrop is located in the south eastern portion of the group. **The Firestone Showing,** an area of 250 by 600 m of strong, pervasively hematitized / brecciated, monzondiorite/granite, which has highly anomalous to off scale (> 10,000 cps) scintillometer readings, was located along a strong northwest - southeast trending structure approximately 8 km to the southeast of the Two Time Showing. Two float samples gave values of 0.08 and 0.11% U_30_8 and proximal and down ice from the zone, boulders with values over 1.0 % U_30_8 were located. Three channel samples of pervasively hematitized/oxidized breccia, taken at one meter intervals from poorly exposed outcrop in the western part of the Firestone showing gave values of 60, 160 and 300 ppm U_30_8.

The radiometric picks for the airborne surveys, the air gravity results and a compilation map showing the RadonEx, soil, geochemical and rock sample results are shown on the Silver Spruce website at www.silverspruceresources.com

Two Time Zone

The Two Time (TT) Zone was discovered during ground follow up of the regional radiometric survey in the fall of 2006, to the south of the Kanairiktok River, just to the east of Snegamook Lake, as a 50 m long cliff outcrop which gave rock sample values up to 0.26 % U_3O_8. The zone was traced inland under cover by prospecting and hand trenching. The zone was drilled in December 2006 with drilling continued through 2007 with the definition drilling program completed in December 2007. A total of 11,190.6 meters in 41 holes in three different phases, were completed. Forty of these holes (1-23 and 25-41), for a total of 10,922.6 meters, tested the Two Time Zone and one hole, CMB-07-24, tested a RadonEx soil gas anomaly to the north, along strike of the zone. Table 2 gives the significant drill intersections.

RESOURCE CALCULATION (taken from Scott Wilson Roscoe Postle Associates Report)

Scott Wilson Roscoe Postle Associates (SWRPA) prepared a Mineral Resource estimate for the Two Time Zone using drill hole data available as of February 4, 2008. The drill hole database includes 40 diamond core holes (holes 1-23 and 25-41) totaling 10,928 metres, plus five surface trenches.
The Mineral Resources are contained within eight zones, D101 though D108. At a cut-off grade of 0.03% U_3O_8, Indicated Mineral Resources are estimated to total 1.82 million tonnes grading 0.058% U_3O_8 containing **2.33 million pounds U_3O_8**. Inferred Mineral Resources are estimated to total 3.16 million tonnes grading 0.053% U_3O_8 containing **3.73 million pounds U_3O_8.** A set of cross sections and plan views were interpreted to construct three-dimensional wireframe models at a cut-off grade of 0.03% U_3O_8, and a minimum true thickness of four metres. These criteria reflect a potential underground bulk-mining scenario. High U_3O_8 grades were cut to 0.3% U_3O_8 prior to compositing to two metres. Variogram parameters were interpreted from two-metre composited assay values. Block model U_3O_8 grades within the wireframe models were estimated by ordinary kriging. Classification into the Indicated and Inferred categories was guided by the drill hole density, interpreted variogram ranges, and the apparent continuity of the mineralized zones. See Table 1, following, for details. The full report is available on SEDAR, as filed on June 13, 2008.

TABLE 1

INDICATED MINERAL RESOURCES

LENS	Tonnage (tonnes x 1,000)	Grade (% U_3O_8)	Contained Metal (lbs U_3O_8 x 1,000)
D103	1,010	0.070	1,560
D101	500	0.039	430
D102	310	0.049	340
TOTAL	1,820	0.058	2,330

INFERRED MINERAL RESOURCES

LENS	Tonnage (tonnes x 1,000)	Grade (% U_3O_8)	Contained Metal (lbs U_3O_8 x 1,000)
D103	1,090	0.062	1,480
D104	180	0.035	140
D105	1,160	0.049	1,240
D106	120	0.045	120
D107	120	0.041	110
D108	490	0.058	640
TOTAL	3,160	0.053	3,730

Notes:

1. CIM definitions were followed for mineral resources.
2. The cut-off grade of 0.03% U_3O_8 was estimated using a U_3O_8 price of US$65/lb and assumed operating costs.
3. Grade-shell wireframes at 0.03% U_3O_8 and a minimum true thickness of four metres were used to constrain the grade interpolation.
4. High U_3O_8 grades were cut to 0.3% prior to compositing to two-metre lengths.
5. Several blocks less than 0.03% U_3O_8 were included for continuity or to expand the lenses to the four metre minimum true thickness.

The TT zone has been traced over a strike length of approximately 475 metres, from 2+75 N to 2+00 S, remaining open to the north and south along strike and to depth. The host for the mineralization is an altered, brecciated and fractured intrusive, monzodiorite to diorite, with extensive chlorite, carbonate and hematite alteration. Best values included: DDH CMB-07-6 on Line 0+50 S, at a 50 degree dip, which intersected the zone between 150 and 200 m deep, gave 107 m of 0.052% U_3O_8, (uranium oxide) from 172 m to 279 m, including higher grade zones: 0.11% U_3O_8 over 30 m from 172 m to 302 m and including 0.312% U_3O_8 over 3.0 m from 172 m to 175 m. CMB-07-12, drilled under CMB-07-6, gave 147 m of 0.041% (0.82 lbs/ton) U_3O_8 , including higher grade intersections of 11 m at 0.11 % (2.2 lbs/ton) and 6 m of 0.13 % (2.6 lbs/ton) U_3O_8. Hole 19 which gave the widest zone of mineralization, 199 m of 0.026% U_3O_8, was stopped in mineralization due to mechanical difficulties. Soil geochemical results and the presence of uranophane in surface samples indicate that extensive oxidation has taken place in the near surface portion of the Zone. The orientation of the mineralization appears to be near vertical to steeply dipping. Modelling of the drill data shows the zone has strike and depth continuity and it remains open along strike and to depth indicating that it should continue to the southwest, plunging at 30 to 50 degrees.

Exploration planned for 2009 includes geological mapping, prospecting and geochemistry with a planned budget of $78,000. This work is ongoing.

The Two Time zone, which has defined resources, plus other, as yet, evaluated showings gives the property significant value. No write down of exploration costs is contemplated at this time however impairment issues will continue to be evaluated quarterly, especially in light of results of the 2009 exploration, once it is received. Plan maps and sections for the drilling on the TT Zone can be viewed on the Silver Spruce website at: www.silverspruceresources.com.

TABLE 2 SIGNIFICANT DRILL HOLE INTERSECTIONS
Two Time Zone - CMBNW Property
(after Scott Wilson Roscoe Postle Associates)

HOLE-ID	From (m)	To (m)	Core Length (m)	True Thickness (m)	Lens ID	Grade U_3O_8%
CMB-06-02	162.40	170.40	8.00	8.00	101	0.039
CMB-06-03	86.80	107.50	20.70	15.41	103	0.038
CMB-07-06	224.00	249.00	25.00	16.62	108	0.049
CMB-07-06	**172.00**	**200.00**	**28.00**	**18.67**	**103**	**0.118**
CMB-07-06	265.00	279.00	14.00	14.00	105	0.039
CMB-07-07	203.90	210.01	6.12	6.12	105	0.056
CMB-07-10	192.00	198.00	6.00	6.00	102	0.077
CMB-07-11	239.00	266.00	27.00	19.06	103	0.038
CMB-07-12	252.00	318.00	66.00	44.56	103	0.058
CMB-07-12	344.00	364.99	20.99	20.99	105	0.042
CMB-07-13	136.18	168.18	32.00	26.23	103	0.059
CMB-07-13	180.52	209.42	28.90	24.31	108	0.039
CMB-07-13	222.52	229.74	7.22	7.22	105	0.097
CMB-07-14	**264.62**	**297.62**	**33.00**	**25.20**	**103**	**0.101**
CMB-07-16	271.00	295.81	24.81	16.54	103	0.061
CMB-07-16	303.00	311.00	8.00	5.38	108	0.036
CMB-07-17	236.00	263.00	27.00	27.00	105	0.043
CMB-07-18	207.00	228.00	21.00	15.85	103	0.095
CMB-07-18	300.00	311.00	11.00	11.00	105	0.059
CMB-07-19	286.00	303.00	17.00	9.68	103	0.068
CMB-07-19	373.00	380.00	7.00	7.00	105	0.038
CMB-07-26	150.00	183.00	33.00	33.00	101	0.046
CMB-07-26	133.00	144.00	11.00	11.00	106	0.050
CMB-07-29	10.00	39.00	29.00	21.96	103	0.063
CMB-07-29	98.00	110.00	12.00	12.00	102	0.044
CMB-07-31	71.00	77.00	6.00	4.67	103	0.050
CMB-07-31	126.00	133.00	7.00	7.00	102	0.082
CMB-07-34	**47.00**	**66.00**	**19.00**	**14.41**	**103**	**0.112**
CMB-07-35	71.00	94.00	23.00	23.00	101	0.035
CMB-07-37	160.00	169.00	9.00	9.00	102	0.063
CMB-07-38	121.00	127.00	6.00	6.00	102	0.037
CMB-07-38	66.00	77.00	11.00	11.00	107	0.044
CMB-07-40	85.09	115.00	29.91	22.28	103	0.052

CMBE

The CMBE JV property, staked in 2006, consists of 247 claims (62 km^2), and is located in the central – eastern portion of the CMB   It is on LISA lands, 25-35 km to the southeast of Postville.

Exploration has consisted of an airborne radiometric/magnetic survey which showed one high priority target, and prospecting in both 2006 and 2007.   Two significant mineralized areas were discovered: a subcrop of siliceous, hematitized, micrognanite which gave 1.0% U_30_8 , from a single sample within a wide area of high scintillometer values and an outcrop of hematitized granite which gave 0.28 % U_30_8, 0.6 % Mo, and >100 ppm Ag.   No follow up has been carried out.

Exploration planned for 2009 includes prospecting, geological mapping and lake sediment geochemistry with a budget of $50,000.   This work is ongoing.

No write down in the value of the property is indicated at this time due to the early stage exploration however impairment issues will continue to be examined quarterly especially in light of the 2009 exploration results.

CMBJL

The Jacques Lake property, which consists of 528 claims in 7 licences, was staked in the spring of 2006. It lies in the central part of the CMB on LIL lands, 15 to 25 km to the south of Postville.

Exploration has included: an airborne radiometric/magnetic survey in the summer of 2006, which located four high priority targets, prospecting and a detailed lake bottom survey. Lake sediment values ranged from high background (30 ppm or less) to 217 ppm with two anomalous areas defined: 1) to the north of Jacques Lake in the central / northeast portion of the property with values ranging from 14 to 217 ppm and 17 values greater than 50 ppm; and 2) in the northwest corner of the property with values from 27 to 217 ppm and 2 values greater than 100 ppm.   No exploration was carried out in 2008.

Exploration planned for 2009 includes prospecting, geological mapping and lake sediment geochemistry, with a budget of $124,000.   This work is ongoing.   No write down in the values of the property is indicated at this time due to the early stage exploration however impairment issues will continue to be examined quarterly especially in light of the 2009 exploration results.

OTHER CMBJV PROPERTIES

Other properties included in the CMB JV include: Otter Lake – 119 claims; Portage Lake – 229 claims; Kanairiktok River – 400 claims; Northeast – 392 claims; Southeast – 82 claims; South Brook Pond – 14 claims; and Carr Lake – 34 claims.   Exploration consisted of: an airborne radiometric/magnetic survey in 2006 which located four high priority targets on the CMBSE, and six on the CMBNE property.   Limited prospecting did not locate any significant mineralization. No exploration was carried out in 2008.

Exploration in 2009 includes prospecting, geological mapping and geochemistry, on the following properties with budgets as indicated: Portage Lake – $10,000; Northeast - $68,000; and Southeast - $40,000. This work is ongoing.   No write down in the values of the properties that will be evaluated in 2009, pending receipt of the exploration results, is indicated however costs associated with the Otter Lake, Kanairiktok River, South Brook Pond and Carr Lake were written off since no further work is planned for these properties.   Impairment issues will continue to be examined quarterly.

MANAGEMENT

Lloyd Hillier - President & CEO, Director, Chairman

Lloyd Hillier is the owner and operator of Hillier's Trades Limited. Hillier's Trades Limited provides hardware and supplies to communities in Labrador. Hillier's Trades Limited also owns and operates tractors and trailers, a construction division and apartments in Goose Bay. Mr. Hillier has been a director of Silver Spruce since May 1996.

Gordon Barnhill - VP Corporate Affairs, Director, CFO

Prior to joining Silver Spruce Resources, Gordon Barnhill was the President of a Company providing management consulting, capital research, business evaluations, deal structuring and investment strategies. From 1973 to 1997 Mr. Barnhill had an extensive career in banking with Canada's largest banking institution as a senior commercial lending officer.

Peter Dimmell, BSc, P.Geo. - VP Exploration, Director

Peter Dimmell is a geologist and prospector who has been involved in mineral exploration in Canada, the United States and overseas for 40 years. He is a past president of the Prospectors and Developers Association of Canada, and is the past Chairman and a director of the Newfoundland and Labrador Chamber of Mineral Resources, a member of the Geological Association of Canada, a life member of the Canadian Institute of Mining, Metallurgy and Petroleum, and an associate member of the Association of Applied Geochemists. He is also currently a director of three other public companies: Linear Gold Corp, Pele Mountain Resources Inc, and VVC Exploration Corp.

Guy Mac Gillivray, P.Geo. - Senior Geologist

Guy Mac Gillivray has 30 years' experience in the exploration and mining industry as an exploration geologist for companies such as Eldorado Nuclear Ltd., Shell Canada, Rio Algom Ltd., B.P. Selco and Teck Ltd. Most recently, he spent two years working with Scorpio Mining Corporation on the Nuestra Senora Project in the Sinaloa, Mexico, which was recently brought into production.

LIQUIDITY, FINANCINGS AND CAPITAL RESOURCES

Operating Activities
The Company had a net cash outflow from operating activities of $346,263 for the three months ended July 31, 2009 (2008 - $814,340 outflow). Operating cash inflow increased quarter over quarter mainly as a result of non-cash working capital items and recovery of future income taxes of $521,000 in same quarter 2008.

Financing Activities
The Company generated $312,759 for the quarter ended July 31, 2009 through financing activities compared to an outflow of $2,241 for the quarter ended July 31, 2008. During the quarter ended July 31, 2009, the Company issued shares & warrants of $315,000 relating to a private placement and made debt repayments of $2,241. The Company did not raise additional financing in the prior quarter mainly as a result of the down turn in the economy.

Investing Activities
The Company had a net outflow of $318,354 from investing activities for the three month period ended July 31, 2009 (2008 - $1,233,754) the majority of which ($482,669) was invested in mineral property exploration activities (2008 - $3,315,175). The Company has been more prudent in the current year with is mineral property expenditures and as a result of the down turn in the economy has not had surplus funds to invest in short-term deposits.

Liquidity
The Company had cash and cash equivalents of $653,488 as at July 31, 2009 (October 31, 2008 - $1,806,046). The Company has sufficient cash resources to meet its ongoing obligations as they become due over the next year. Working capital as at July 31, 2009 was $1,298,451 (October 31, 2008 - $1,961,479). The exploration budget for 2009 is a maximum of $700,000 consisting of $280,000 for the CMBJV, $200,000 for Centauro, $130,000 for Twentieth Brook, $50,000 for Calvin's Landing and $40,000 for general exploration, which will be funded from existing cash or by going to the markets for Flow Through funding for the Canadian projects to conserve the hard dollars that exist in the treasury.
Recent option agreements for the Rambler South and Lazyman properties have added funding requirements of approximately $60,000 for Rambler South and $20,000 for Lazyman for 2009.
Working capital is sufficient with the planned exploration expenditures, to allow the Company to maintain its operations and properties for at least the next year. It is likely that the Company will be forced to go to the markets for funding in late 2009 or early 2010 and given the state of the markets there is no certainty that money will be available for continued operations.

Capital Resources
The Company's authorized capital consists of an unlimited number of common and preference share without par value. At July 31, 2009, the Company had 52,026,007 issued and outstanding common shares (October 31, 2008 – 48,328,963).

RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities as at July 31, 2009 is $21,902 (October 31, 2008 - $47,270) owing to directors of the Company for consulting related services rendered.

During the three month period ended July 31, 2009, 200,000 (October 31, 2008 – 2,920,000) stock options were granted to directors and officers of the Company.

Certain building materials required by the Company for its operations are purchased from a hardware store controlled by an officer and director of the Company. During the three month period ended July 31, 2009, nil (October 31, 2008 - $591,761) was paid to the hardware store.

During the three month period ended July 31, 2009, $23,625 was paid to a hotel controlled by an officer and director of the Company for rent (October 31, 2008 - $31,500).

These transactions are in the normal course of operations and are measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

COMMITMENTS

The Company has acquired various properties from third party licence holders. The terms of these agreements provide for initial cash payments by the Company and the initial issuance of shares in the Company. To retain the interest in these properties the Company is obligated to make additional cash payments and to issue additional shares. The agreements also provide for the payment of a NSR to the third parties in the event that a property reaches the commercial production stage.

A summary of the additional cash and additional shares to be issued by the Company for the next three years, assuming that an interest in all of the properties is to be maintained, is as follows:

	Cash (CAD)	**Cash (USD)**	**Shares**
2010	$52,000	$150,000	1,331,831
2011	$94,000	-	850,000
2012	$85,000	-	550,000

The Company leases its head office as well as a building in Goose Bay under operating leases. Future lease payments aggregate $206,250 and include the following amounts payable over the next five years:

	$
2009	26,100
2010	104,400
2011	65,025
2012	9,900
2013	825
	206,250

FINANCIAL INSTRUMENTS

Fair Value:
Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts for cash, amounts receivable, deposits, prepaid expenses, accounts payable and accrued liabilities on the balance sheets approximate fair value due to their short-term maturity. The fair value of long term debt approximates its carrying value based on current borrowing rates. The fair value of investments is based quoted market prices.

RISKS AND UNCERTAINITIES

The Company's financial success is dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration and development activities will be successful. The development of mineral resources involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company has no source of financing other than those identified in the previous section.

Both recent acquisitions on the island of Newfoundland, Twentieth Brook (Pb/Zn/Ag), Calvin's Landing (Au/Ag), Rambler South and Lazyman are road accessible with low acquisition costs and no significant commitments on expenditures in the short term. Plans are to move forward on these projects with minimal expenditures using available matching government funding where available, until financing becomes more available.

CURRENT MARKET CONDITIONS

The Company's main focus until recently has been uranium. Demand for uranium is forecast to outstrip supply over the next 10 years or so growing at an annual rate of approximately 2 % per year. Much of this demand will come from expanding nuclear power requirements of developing economies with 130 new reactors expected to be constructed over the next 15 years (IAEA report), representing a 30 percent global increase in reactors. China has announced plans to build 27 new nuclear reactors by 2020, and India has announced plans to build 17 new nuclear reactors by 2012. This rate of expansion compares with the USA, which built over 100 nuclear power plants in 15 years between 1965 and 1980 (IAEA). Uranium supply is constrained by a lack of new mine production and declining world inventories. World requirement of uranium oxide (U_3O_8) is about 77 kilotons per annum (ktpa), while current mine production accounts for 48ktpa. The balance, 29ktpa, comes from inventory - primarily the down-blending of weapons grade uranium which has greatly diminished over the past few years. Mine output is expected to increase to 54 ktpa over the next three to five years, leaving a significant supply gap to be filled by new production (IAEA). Cameco's 2005 annual report estimates that uranium fuel consumption will reach 217 ktpa by 2015. The long term outlook remains positive for uranium, which is currently trading at around US$65/lb on the term market with spot prices firming up recently to $53/lb. Market pressures remain strong for the long term and the sentiment is that the long term uranium price should increase over the next few years.

The price of uranium when money was raised for the exploration in Labrador was in the $100/lb range (term prices). Over the past year or so when the money was primarily spent on exploration, the term price was in the range of $75 to $80 / lb. The term price is now in the $ 60 / lb, very close to the prices when the bulk of the money was spent and down somewhat from the prices when the money was raised. Assessment reporting on our Labrador uranium properties show that the main areas of uranium potential defined by regional work, and some drilling, over the past few years will be maintained for the next 2 to 3 years without requiring significant continued exploration expenditures. This will allow the Company to maintain its properties until the probable end of the recession and the end of the Nunatsiavut Government moratorium in a couple of years. Properties will be reduced / consolidated to allow retention of the areas of potential while those areas showing little potential will be abandoned and the associated costs written off. Properties in this position for 2009 are Makkovik River and the Seal Lake JV properties, which were written off at year end, 2008 and the CMBJV properties Otter Lake, Kanairiktok River, Carr Lake and South Brook Pond.

SSE will benefit from maintaining a strong land position in Labrador when the Nunatsiavut government lifts the moratorium on uranium mine development, allowing Fronteer to develop the "world class" Michelin and Jacques Lake deposits which host approximately 135 M lbs of uranium (non 43-101 compliant). This will bring renewed attention and investor interest to the area and any Company with assets in this area.

The fundamentals for gold/silver remain strong and it is for this reason that the Company is emphasizing these commodities. Base metals are not in high demand however the demand for metals and other commodities is expected to rise once the global economy turns around. The Company's gold and base metal projects are road accessible and therefore relatively cheap to explore. No significant emphasis is placed on exploration for base metals however any discoveries are in good locations for future development.

The impairment of the exploration assets in Labrador has been carefully considered and it is felt that at this point there is no general impairment since the projects are mostly ongoing and can be maintained until prices, and the global economic climate, returns to normal. If properties cannot be retained, or are abandoned, due to the economy not returning to normal in a year or so then they will be written down or off. Impairment issues have been evaluated and those projects showing impairment were written down or off at year end, 2008 and during the previous quarter. Impairment issues will be evaluated each quarter.

At this time it is also not considered that the low market cap of the Company is reason enough to write down the value of the exploration property portfolio. We are in a "broad based" global meltdown which is not reflective of the true value of certain companies or assets. We are, like most companies, caught in this meltdown which may be relatively short-lived with an increase in market cap likely when the situation turns around. This possible impairment will continue to be evaluated quarterly and if required, write downs or write offs will be taken.

OUTLOOK

The Company is reducing its 2009 exploration program, from the high levels of 2008 to approximately $700,000, including drilling on three projects, Centauro, Twentieth Brook and Rambler South. This budget can be met from existing cash resources however it is likely that the Company will avail of flow through financing alternatives, if available for the Canadian properties, to allow preservation of the hard dollars in the treasury.

An excellent property portfolio with defined drill targets for gold/silver and base metals and a uranium discovery with defined resources, make Silver Spruce a leading junior explorer. We, like most companies are down now, but our property portfolio and the fundamentals for uranium are strong, and we are poised for short term success in precious metals and longer term success in uranium exploration and development.

MULTILATERAL INSTRUMENT 52-109 DISCLOSURE

Evaluation of disclosure controls and procedures

The Corporation has established and maintains disclosure controls and procedures over financial reporting. The certifying officers have evaluated the effectiveness of the issuer's disclosure controls and procedures as of July 31, 2009 and have concluded that such procedures are adequate and effective to ensure accurate and complete disclosures in interim and annual filings.

Internal controls over financial reporting

Management is responsible for the establishment and maintenance of a system of internal controls over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The unaudited interim consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles (GAAP) and in accordance with accounting policies set out in the notes to the consolidated financial statements for the year ended October 31, 2008 except for new accounting policies adopted in the current quarter as described below.

In compliance with Form 52-109F2 of Multilateral Instrument 52-109, management must disclose in its MD&A any material weakness found to exist within its system of internal control over financial reporting. Typical with smaller organizations, management has identified a material weakness during the year caused by a lack of segregation of duties. This is a typical issue for smaller companies, and management believes that the risks associated with the lack of segregation of duties have been mitigated by the implementation of other controls.

The Audit Committee has direct oversight responsibilities for the review and approval of the quarterly and annual financial disclosures. The Company has qualified senior accounting personnel engaged on a full time basis to manage the Company's financial disclosures.

FUTURE ACCOUNTING PRONOUNCEMENTS

International Financial Reporting Standards

In January 2006, the CICA Accounting Standards Board adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for publicaly accountable enterprises are expected to converge with International Reporting Standards ("IFRS") for years starting on or after January 1, 2011. The Company will begin reporting its financial statements in accordance with IFRS for periods commencing November 1, 2011. The Company has begun planning its transition to IFRS but the impact on the Company's consolidated financial statements has not yet been determined.