FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Copper Lake Resources Ltd. (the "**Company**")
501 Alliance Avenue, Suite 401
Toronto, Ontario
M6N 2J1

Item 2 Date of Material Change

May 5, 2016

Item 3 News Release

The Company disseminated a news release on May 5, 2016, issued in Vancouver, British Columbia, via Marketwired, and filed on SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announced an agreement to acquire a 31.25% interest in the Marshall Lake property from Marshall Lake Mining Limited, increasing the Company's interest in the property to 68.75%. In consideration, the Company will issue a maximum of 34,268,738 common shares and a principal amount of $350,000 of 12% five year unsecured subordinated convertible debentures to MLMP, subject to customary closing adjustments. The debentures are convertible into units, comprised of one share and one warrant, at $0.055 per unit for the first year and $0.10 per unit thereafter. The warrants will have an exercise price equal to the conversion rate of the units when issued. The total consideration is valued at $2,063,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated May 5, 2016 which is available at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Terrence MacDonald, Interim Chief Executive Officer
Telephone: (778) 867-9533; Email: tmacdonald@copperlakeresources.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 9th day of May, 2016.

COPPER LAKE RESOURCES LTD.

"Terrence MacDonald"

Per: Terrence MacDonald