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

October 11, 2016

Item 3 News Release

The Company disseminated a news release on October 11, 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 that $271,030 of convertible debentures issued to Marshall Lake Mining Limited on September 29, 2016 were converted into units, consisting of common shares and common share warrants. Marshall Lake Mining received 4,570,363 common shares of the Company and 4,570,363 common share warrants, with each common share warrant giving the holder the right to acquire one common share of the Company at $0.055 for a period of four years from the date of issue.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated October 11, 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 11th day of October, 2016.

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"Terrence MacDonald"

Per: Terrence MacDonald