Management's Discussion and Analysis

Three Months Ended January 31, 2017

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MANAGEMENT'S DISCUSSION AND ANLYSIS
NINE MONTHS ENDED JANUARY 31, 2017

The following Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of Copper Lake Resources Ltd. ("Copper Lake" or the "Company") was prepared by management as at March 28, 2017 and was reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited annual financial statements of Copper Lake Resources Ltd. and notes thereto for the year ended October 31, 2016. The information provided herein supplements but does not form part of the financial statements. All amounts are stated in Canadian dollars unless otherwise indicated. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts, that address such matters as future exploration, drilling, exploration activities, potential mineralization and resources and events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward looking statements and information contained herein, the Company has made numerous assumptions, including among other things, assumptions about the price and future prices of ores and/or mineralization that are being explored for by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward looking statement or information herein will prove to be accurate. Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. These factors include, but are not limited to such matters as market prices, exploitation and exploration results, continued availability of capital and financing, and general economic, market or business conditions. Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information. Any forward looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Company Overview and Going Concern

Copper Lake is engaged in the exploration, evaluation and development of mineral properties in Canada. The Company's primary focus is the continued exploration and development of its two properties in Ontario, the Marshall Lake property and the Norton Lake property. The registered address of the Company is 501 Alliance Avenue – Suite 401, Toronto, Ontario M6N 2J1.

The Company trades on the TSX Venture Exchange ("TSX-V") under the symbol "CPL". The Company also trades on the Frankfurt Exchange under the symbol "W0I".

The current adverse market conditions for commodities and resource companies is a significant obstacle to the Company's ability to raise funds to advance its business. Nevertheless, the Company's properties are located in Canada where the legal and economic frameworks are favorable to the mining industry.

The Company has no source of revenue and finances its operations through the sale of equity or the issuance of debt. The value of any mineral property is dependent upon the existence or potential existence of economically recoverable mineral reserves.

EXPLORATION AND EVALUATION ASSETS

Realization of assets

The investment in and expenditures on exploration and evaluation assets comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of the exploration and development on an exploration and evaluation assets, the potential for production on the property may be diminished or negated.

Title to exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties are in good standing. However, such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

The Company has entered into agreements to acquire, explore and develop certain exploration and evaluation assets located in certain regions of Canada. Several aboriginal groups are claiming inextinguishable aboriginal title to the lands and resources in various regions of Canada, which may include one or more of the mineral claims beneficially owned by the Company. The extent to which any successful aboriginal claim would materially affect the ability of the Company to exploit its exploration and evaluation assets is not determinable at this time.

Exploration Programs

A summary of the Company's current exploration programs is set out below, however, for additional information and details regarding such matters, reference is made to the Company's news releases and related filings that can be viewed on www.sedar.com.

The technical information regarding the Company's currently active projects referred to herein has been reviewed and approved by Gary O'Connor MAusIMM, who is acting as the Company's Qualified Person in accordance with regulations under NI 43-101.

The Company's expenditures on exploration and evaluation assets are as follows:

	Norton Lake Property	Marshall Lake Property	TOTAL
Balance, October 31, 2015	**1**	**3,427,129**	**3,427,130**
Acquisition costs	-	2,255,762	175,000
Expenditures for the year			
Assays	-	605	605
Geological and geophysical	-	138,081	138,081
Reports	-	24,597	24,597
Claims management	-	23,028	23,028
Transportation	-	1,791	1,791
Total expenditures for the year	1	2,443,864	2,443,864
Balance, October 31, 2016	**1**	**5,870,993**	**5,870,994**
Acquisition costs	-	-	-
Expenditures for the period			
Assays	-	17,019	17,019
Geological and geophysical	-	57,770	57,770
Claims management	-	4,042	4,042
Total expenditures for the period	-	78,831	78,831
Balance, January 31, 2017	**$ 1**	**$5,949,824**	**$5,949,825**

Mineral Properties:

Norton Lake Property

The Company entered into a Joint Venture Assignment Agreement dated on January 21, 2009 with Cascadia International Resources Inc. of Calgary, Alberta ("Cascadia'), pursuant to which Cascadia assigned its 51% joint venture interest in the Norton Lake Property to the Company for the sum of $300,000. The other joint venture partners are Rainy Mountain Royalty Corp. ("Rainy Mountain") of West Vancouver, British Columbia and White Metals Resources Corp. ("White Metals") of Toronto, Ontario. The Property is located 450 km north-east of Thunder Bay, Ontario on the south margin of the "Ring of Fire" exploration region and consists of 32 claims covering approximately 8,800 hectares. Since 2001, over $3 million has been spent on the Property, including the completion of 44 core holes. The Norton Lake Project consists of two properties, namely, the Norton West Property (the principal property) and the Norton East Property. Joint venture expenditures are being recorded by each joint venture partner on a cash basis and as a result of the programs completed by the Company on the Norton West Property, the Company had a 60.70% interest in the Norton West Property (with Rainy Mountain having a 30.21% interest and White Metals having a 9.09% interest) and a 51% interest in the Norton East Property (with Rainy Mountain having a 9.8% interest and White Metals having a 39.2% interest). By agreement dated February 21, 2012, the Company, Rainy Mountain and White Metals combined and consolidated their respective interests in the Norton West and Norton East Properties, and as a result, the Company had a 60.70% interest in the combined Properties (with Rainy Mountain having a 30.21% interest and Trillium having a 9.09% interest). On June 29, 2015, the Company announced that it had acquired the 9.09% interest held by White Metals, thus increasing its interest in the property to 69.79%.

The Norton Lake Property is located within the Miminiska-Fort Hope Greenstone Belt of the Uchi Subprovince. The principal target area on the Property is the magmatic Ni-Cu-Co-Pd sulphide mineralization referred to as the Norton Lake Nickel-Copper-Cobalt Deposit or Norton Zone. Although the Norton Zone is not exposed at surface, it is generally well defined by diamond drilling and geophysical surveys. Sulphide mineralization is hosted within a sheared amphibolite unit located between an upper basalt and a lower sedimentary unit. The Norton Zone is commonly brecciated with the breccia primarily consisting of mafic, ultramafic, and gabbroic fragments in a deformed, sulphide-bearing matrix. The sulphide mineralization is dominated by semi-massive to massive pyrrhotite and subordinate pentlandite in irregular stringers, veins and patches of the rock volume; chalcopyrite is erratically distributed in grains, patches and seams. Pentlandite and violarite are the primary nickel-bearing minerals and localized sphalerite and arsenopyrite also occur.

An Independent Mineral Resource Estimate was completed on the Norton Lake Ni-Cu-Co Deposit in 2005 and reported by Caracle Creek International Consulting ("CCIC") in 2009. The Mineral Resource meets the current CIM Definition Standards and is compliant with NI 43-101.

Norton Lake Deposit Mineral Resource Estimate: reported at 0.3% Ni cut-off (CCIC, 2009)

Category	Tonnes	Ni Grade (%)	Cu Grade (%)	Co Grade (%)	Pd Grade (g/t)
Measured	1,769,721	0.67	0.61	0.03	0.46
Indicated	488,933	0.67	0.61	0.03	0.47
Total	**2,258,654**	**0.67**	**0.61**	**0.03**	**0.46**
Inferred	198,571	0.66	0.59	0.03	0.47

The technical information regarding the Norton Lake Property project referred to herein was reviewed and approved by the Company's Qualified Person. Gary O'Connor, MAusIMM , is acting as the Company's Qualified Person in accordance with regulations under NI 43-101.

The Company incurred exploration and acquisition costs as follows:

- for the year ended October 31, 2015 $100,000;
- for the year ended October 31, 2016 $nil;
- for the three months ended January 31, 2017 $nil; and
- as at January 31, 2017 the Company had incurred a total of $1,219,864 in exploration and acquisition costs.

Current status:

During the reporting period no additional work has been performed on the property and the status of the project has not changed.

Marshall Lake Property

The Company entered into an option agreement dated July 6, 2010 with Rainy Mountain Royalty Corp. of West Vancouver, BC, ("Rainy Mountain") and Marshall Lake Mining Limited ("MLMP") of London England, whereby the Company was granted an option to acquire up to a 50% joint venture interest in certain mining claims that comprise the Marshall Lake Property located approximately 250 km north-northeast of Thunder Bay, Ontario. The property consists of 43 mineral claims (539 claim units) with an area of 8,864 ha and 89 mining leases with an area of 1,566.17 ha for a total land position of 10,430.17 ha. Under the option agreement, the Company was required to incur $4,000,000 in expenditures on the property over five years and issue 2,000,000 shares over a four year period (400,000 issued in fiscal 2010 at a value of $88,000; 400,000 issued in fiscal 2011 at a value of $104,000; 400,000 issued in fiscal 2012 at a value of $60,000; 400,000 issued in fiscal 2013 at a value of $20,000 and 400,000 issued in fiscal 2014 at a value of $24,000). The Company will earn a 12.5% joint venture interest in the Marshall Lake Property for every $1,000,000 in expenditures incurred and for every 400,000 shares issued (except for the initial 12.5% interest whereby the Company was required to issue 800,000 shares to Rainy Mountain). Additionally, once the Company has completed its share issuance and spending requirements, it has the additional option to increase its joint venture interest to 75% by incurring such additional property expenditures as are necessary to take the Marshall Lake Property to bankable feasibility stage. As of October 31, 2015, the Company had earned a 37.5% joint venture interest in the Marshall Lake Project. On September 29, 2016 Copper Lake closed the transaction to acquire the 31.25% interest in the Marshall Lake property held by Marshall Lake Mining Limited ("MLMP"). The agreement to acquire the interest was previously announced on May 5, 2016. The transaction was approved by shareholders on July 26, 2016 and received approval from the TSX Venture Exchange on September 22, 2016. This acquisition now gives Copper Lake a 68.75% interest in the Marshall Lake property. The company can now earn up to an 87.5% interest in the property by completing a bankable feasibility study.

Consideration for the acquisition consisted of issuing 34,422,938 common shares and a principal amount of $350,000 of 12% five year unsecured subordinated convertible debentures, 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 was valued at $2,243,262.

On July 16, 2015 the Company announced that it had reached an agreement to extend its earn-in option on the Marshall Lake property until July 15, 2017, and issued 500,000 common shares to each of Rainy Mountain and MLMP (1,000,000 common shares in total) as consideration. Copper Lake can earn up to a 50% interest by spending a cumulative total of $4,000,000 in expenditures by July 15, 2017. The Company has incurred cumulative expenditures of $$3,488,767 as of January 31, 2017.

The Marshall Lake project is located in the eastern portion of the Wabigoon Subprovince, and is underlain by rocks of the Marshall assemblage, which may represent a continental margin sequence built on the Mesoarchean Winnipeg River terrane. The Marshall assemblage is composed of a thick sequence of calc-alkalic dacite lavas and pyroclastic deposits that wrap around the synvolcanic Summit pluton. The Marshall Lake property has been explored since the 1954 discovery of Cu-Zn mineralization at the Teck Hill occurrence south of Gripp Lake.

Numerous occurrences of base metal mineralization are present in the Marshall Lake area, which are described as strata-bound Cu-Zn-Ag-Pb sulphides hosted in an intermediate to felsic volcanoclastic, resulting in the classification of the mineralization as a volcanogenic massive sulphide system. The best explored occurrences are the sulphide disseminations in thin metamorphic garnetiferous-amphibolite lenses, as observed at the Teck and Billiton showings where the Marshall Mineralized Band has been mapped. Some 487 historical and generally shallow drill holes have been located in the area testing the numerous mineralized outcrops.

Since July 2010, the Company, as optionee and operator, has drilled and completed 37 core drill holes (totaling over 7,000 metres). Additionally, the Company has conducted prospecting and sampling on the property and has also carried out ground IP (induced polarization) and geological mapping of specific areas of interest. No current mineral resource has been estimated for the Marshall Lake property.

Most recently the Company has completed a field prospecting and mapping program which resulted in the collection of 139 channel samples from a total of 21 channels and the collection of 69 grab samples during October, 2016. A core sampling program involving the collection 217 samples for assay from 216.78m of previously unsampled core collected in 2007 from the Billiton Main Zone was completed in November, 2016.

Thomas R. Hart, P.Geo., acted as the Company's Qualified Person in accordance with regulations under NI 43-101 for the compilation the latest 43-101 Technical Report for the Marshall Lake Project.

The Company incurred exploration and acquisition costs as follows:

- for the year ended October 31, 2015 $143,340;
- for the year ended October 31, 2016 $2,443,864;
- for the three months ended January 31, 2017 $78,831; and
- as at January 31, 2017, the Company had incurred a total of $5,949,824 in exploration and acquisition costs.

Current status:

Upon completion of the recent geological re-interpretation of the Marshall Lake area incorporating numerous historical company interpretations, government mapping, regional geophysics, and historical detailed geophysics providing a model for the Marshall Lake property that presents a coherent geological model for the numerous mineral occurrences located on the property, the Company conducted follow-up prospecting and evaluation of targets generated. The new geological interpretation presents new exploration potential along strike of the Mineralized Band to the southwest as well as away from known mineralized outcrops dipping away from the central core area. The correlation of the various mineralized zones to the same stratigraphic horizon brings a completely new way of understanding conductors present in the electromagnetic data.

The Company recently completed a program on the Marshall Lake project involving the compilation of all historical drill holes (487 drill holes) and surface geochemical sampling data (~1775 surface samples) into one coherent database. For the drill holes, this included all collar surveys, down hole surveys, major and minor logged geology, assays, mineralization, veins, structure and alteration. The compilation and interpretation of this data has been completed. In addition to the geological data compilation the data from the historical VTEM flown in 2007 (Geotech project 7024 from the core area and Geotech project 7083 from the greater area) has been sourced and has undergone plate modelling to define the source of known VTEM anomalies. A review was completed of the plate anomalies generated to determine which have been drill tested and which contain untested potential. The review generated a number of new gold targets, untested structures, untested VTEM anomalies and several VTEM plate anomalies for which historical drilling had intersected significant mineralization on the edges of modelled plates. The orientation of the plates coincided with the new geological interpretation.

The Company completed a field program to follow-up and ground truth the gold, structural and VMS Cu-Zn-Au-Ag targets generated as well as ground truth the new geological model and geological setting during October, 2016 with assays being received during November, 2016. The program involved mapping, grab, chip and channel sampling. A separate program of sampling and assaying core previously unsampled from the Billiton Main Zone was conducted during November, 2016 with assays received in December, 2016. The targeted zones included the Adnarod and Billiton 2 Zones to the north, the Billiton Main Zone, the Lin Structure in the central area between Teck Hill and Billiton Main as well as the VTEM-005, VYEM-008, Teck Hill and VTEM-001 Zones and the VTEM-024 and Jewelry Box Targets. The program resulted in the collection of 139 samples from a total of 21 channels as well as 69 grab samples. The core assay program involved the collection 217 samples for assay from 216.78m of previously unsampled core. The program confirmed the presence of gold mineralization associated with sulphides within structures hosted by folded and plunging stratigraphy. The program identified 3 drill ready copper mineralized VMS targets at VTEM-001 (Billiton South), VTEM-002 (Gazooma) and VTEM-003 (Teck Hill) as well as potential targets at the Adnarod and Billiton 2 zones.

PERFORMANCE SUMMARY

The following is a summary of the significant events and transactions that occurred during the three months ended January 31, 2017 and for the subsequent period to the report date:

Recent

- On December 12, Copper Lake announced that the Company had completed a channel sampling, mapping and prospecting program over the Adnarod, Billiton 2, and Lin prospect areas within the Marshall Lake project area during the 2016 field program. Highlights of the program included channel sampling results of up to 1.62% Cu, 0.49g/t Au and 189g/t Ag over 0.80m at the Adnarod zone, up to 1.05% Cu, 5.62% Zn, 1.00g/t Au and 114g/t Ag over 0.80m at the Billiton 2 zone and chip sampling results of up to 1.05g/t Au, 21g/t Ag, 0.18% Cu and 2.82% Zn over 0.35m from the Lin zone. As well as grab sampling of up to 4.51g/t Au, 140g/t Ag, 6.02% Cu and 2.98g/t Au, 146g/t Ag and 2.26% Cu from the Lin zone.
- On January 11, 2017 the Company announced that it had completed a channel sampling, mapping, core assaying and prospecting program over the Billiton Main prospect area within the Marshall Lake project area. Highlights of the program included channel sampling at the Billiton Main Prospect of up to 2.36 g/t Au, 60 g/t Ag, 1.61% Cu, and 4.20% Zn over 0.60m. Drill core assays from previous drilling at the Billiton Main Prospect of up to 28.70 g/t Au, 271 g/t Ag, 3.43% Cu and 6.05% Zn, and grab samples from regional prospecting of up to 0.96 g/t Au, 23 g/t Ag and 1.15% Cu at the VTEM-005 target and grab sampling of up to 4.05% Zn from the VTEM-008 target.
- On February 7, 2017 Copper Lake announced that the Company had completed new plate modelling of VTEM surveys and outlined 6 plate anomalies in the core Marshall Lake area. The Company has reviewed the 6 modelled plate anomalies and will focus on 3 which have significant adjacent historical massive sulphide drill intercepts. The VTEM-001 modelled plate at Billiton South is located down dip of hole MAR-07-11 which intersected 10.20m @ 1.25% Cu, 1.04% Zn, 56g/t Ag & 0.04g/t Au from 115.0m, the VTEM-003 modelled plate at Teck Hill South was intersected by hole TK-08-09 which intersected 4.25m @ 3.79% Cu, 0.27 g/t Au, 38g/t Ag from 93.25m; and 4.70m @ 2.34% Cu, 0.11g/t Au, 25g/t Ag from 106.5m and the VTEM-002 modelled plate at Gazooma which is located down dip of drill holes GAZ-07-10 (4.00m @ 1.73% Cu, 0.27g/t Au, & 34g/t Ag from 89.0m), hole GAZ-08-12 (3.00m @ 1.88% Cu, 0.62g/t Au, & 42g/t Ag from 127.0m) and hole GAZ-08-12 (10.00m @ 1.18% Cu, 0.26g/t Au, & 28g/t Ag from 127.0m)
- On March 07, 2017 Copper Lake announced that it had entered into an option agreement to acquire up to 100% of four separate properties made up of seven claims. The properties are situated in the Kenora and Patricia mining divisions in Northwestern Ontario and are known as the Queen Alexandria Gold Property, the Mine Lake Gold Property, the Grand Chibougamau Gold Property and the Centrefire-Redhat Gold-Copper Property.

SELECTED ANNUAL INFORMATION

Comparative information for annual periods from October 31, 2016, 2015 and 2014 has been presented in accordance with IFRS.

	Year Ended October 31, 2016	Year Ended October 31, 2015	Year Ended October 31, 2014
Revenues	$ -	$ -	$ -
Operating expense	450,820	261,789	372,231
Net income (loss)	(450,820)	(1,481,652)	23,232
Basic and diluted loss per share	(0.01)	(0.04)	0.00
Total assets	6,179,243	3,449,531	4,455,944

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the year ended October 31, 2016 compared with the year ended October 31, 2015. The MD&A should be read in conjunction with the Company's audited financial statements and the accompanying notes for the year ended October 31, 2016.

Results of operations for the year ended October 31, 2016 as compared to the year ended October 31, 2015

The Company reported a net loss from operations for the year ended October 31, 2016 of $450,820 compared to a net loss of $261,789 for the prior year for a change of $189,031. The prior year also included an impairment charge on its Norton Lake property in the amount of $1,219,863. The loss from operations in the current year of increased from the prior year largely to the granting of stock options and the related share-based compensation expense. Professional fees increased by $68,159 in the current year due primarily to increased financing activity and the acquisition of the additional interest in Marshall Lake. Management fees declined by $80,431 due to a change in management, and as a result no management fees have been charged since March 1, 2016. Transfer agent and regulatory fees also increased by approximately $25,384 due to the increased financing activity during the year.

LIQUIDITY AND CAPITAL RESOURCES

The Company's mineral exploration activities have been funded to date primarily through the issuance of common shares, and the Company expects that it will continue to be able to utilize this source of financing until it develops cash flow from its mining operations. Other than as discussed herein, the Company is not aware of any trends, demands, commitments, events or uncertainties that may result in its liquidity either materially increasing or decreasing at present or in the foreseeable future.

Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of its exploration programs on its properties, as well as its continued ability to raise capital.

The Company anticipates spending capital resources on exploration in the next twelve months on its Marshall Lake property, and the newly acquired gold properties. The Company requires further funding to cover the Company's next phase of exploration, and general and administrative expenses. The Company assesses its financing requirements and its ability to access equity or debt markets on an ongoing basis. The assessment considers: the stage and success of the Company's evaluation activities to date; the continued participation of the Company's larger investors; and financial market conditions.

Net cash used in operating activities for the three months ended January 31, 2017 was $43,896 compared to $31,144 for the three months ended January 31, 2016, consisting of the loss for the period and the change in non-cash items.

The company incurred exploration and evaluation expenditures in the amount of $78,331 during the three months ended January 31, 2017.

Net cash used in financing activities for the three months ended January 31, 2017 was $10,340 and consisted of settlement of a shareholder advance.

At present, the Company's operations generate no cash flow and its financial success is dependent on management's ability to obtain financing and discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. Management believes the Company will be successful at securing additional funding so that its capital resources will be sufficient to carry its operations through the next twelve months and intends to continue the exploration of its mineral properties.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

PROPOSED TRANSACTIONS

The Company does not currently have any other proposed asset or business acquisitions or dispositions, other than as disclosed in the subsequent events section; however, the Company continues to seek new business opportunities to raise capital.

SUMMARY OF QUARTERLY RESULTS

	January 31, 2017	October 31, 2016	July 31, 2016	April 30, 2016
Total assets	$6,143,630	$6,179,243	$3,642,595	$3,656,672
Exploration and evaluation assets	5,949,825	5,870,994	3,488,768	3,433,733
Working capital (deficit)	(139,201)	(26,912)	(178,080)	(59,533)
Shareholders' equity	5,438,456	5,478,987	3,018,954	3,090,812
Total revenue	-	-	-	-
Operating expenses, excluding share-based compensation	40,531	98,183	71,858	13,077
Share-based compensation	-	46,230	83,250	59,625
Net income (loss)	(40,531)	(144,413)	(155,108)	(72,702)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.00)

	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015
Total assets	$3,437,418	$3,449,531	$4,667,528	$4,558,585
Exploration and evaluation assets	3,427,130	3,427,130	4,634,493	4,452,145
Working capital (deficit)	(459,413)	(782,848)	(697,368)	(596,619)
Shareholders' equity	2,970,134	2,646,739	3,939,582	3,857,983
Total Revenue	-	-	-	-
Operating expenses, excluding share-based compensation	78,597	77,808	68,401	58,058
Share-based compensation	-	-	-	-
Net income (loss)	(78,597)	(1,142,055)	(68,401)	(57,522)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.04)

Quarterly results will vary in accordance with the Company's exploration, financing and non-cash expenses such as share-based compensation and legal and audit fees. The Company's professional fees will vary in each quarter depending on financing and property acquisitions. The impairment charge of $1,219,863 in the fourth quarter of 2015 was the main factor in the quarterly loss of $1,142,055. Otherwise the operating expenses have been reasonably consistent over the last four quarters. Cash operating expenses (total operating expenses less share-based compensation) declined to 40,531 in the current quarter due largely to a reduction in professional fees.

TRANSACTIONS WITH RELATED PARTIES

The Company paid or accrued the following costs incurred on transactions with the directors and officers and companies controlled by them:

	Three months ended January 31		Twelve months ended January 31	
	2017	2016	2017	2016
Interest on loan	-	12,000	-	17,000
Interest on convertible debentures	6,351	-	6,351	-
Rent	-	3,781	1,000	8,011
	$6,351	$15,781	$7,351	$25,011

Key management compensation

Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the Company. The compensation paid to these key management personnel for the three and twelve months ended January 31, 2017 and 2016 is outlined below:

	Three months ended January 31		**Twelve months ended January 31**	
	2017	**2016**	**2017**	**2016**
Management fees	-	26,050	10,000	135,550
Share-based compensation	-	-	189,105	-
	$ -	$26,050	$199,105	$135,550

COMMITMENTS

The Company has no commitments.

CAPITAL MANAGEMENT

The Company's shareholders' equity comprises its capital under management. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk level.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

To fund future operations and exploration activities, the Company will need to raise funds through future share issuances, issue new debt or dispose of assets.

There have been no changes to the Company's approach to capital management during the three months ended January 31, 2017. The Company is not subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS (MANAGEMENT OF FINANCIAL RISKS)

Credit risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents and receivables.

The Company's credit risk is primarily attributable to cash and cash equivalents. Management believes that the credit risk concentration with respect to cash and cash equivalents is remote, as it maintains accounts with highly-rated financial institutions. Receivables are due primarily from companies with related parties.

The Company is exposed to credit risk on its receivables. Credit risk with respect to receivables has been assessed as low, as the Company has minimal accounts receivable.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At January 31, 2017, the Company had current liabilities of $333,006 (October 31, 2016: $355,161). The decrease is largely due to the payment of accounts payable from cash on hand.

Based on the current funds held, the Company will need to rely upon financing from shareholders and/or debt holders to obtain sufficient working capital. There is no assurance that such financing will be available on terms and conditions acceptable to the Company.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or foreign exchange risk. Commodity prices may have an impact on the value of minerals that the company is exploring for.

OUTSTANDING SHARE DATA as at March 28, 2017:

a) Authorized:

Unlimited number of shares, without par value

b) Issued and outstanding:

93,990,912 common shares

c) Outstanding incentive stock options:

Expiry Date	Number of Option	Exercise Price
July 3, 2017	80,000	$ 0.16
August 29, 2017	35,000	$ 0.16
April 6, 2021	2,250,000	$ 0.05
July 26, 2021	2,250,000	$ 0.05
August 8, 2021	100,000	$ 0.065
September 29, 2021	1,000,000	$ 0.055
Outstanding and exercisable	5,715,000	

d) Warrants

- 999,000 share purchase warrants, exercisable at $0.10 for a period of 18 months: 900,000 from date of issue on December 10, 2015, and 99,000 from date of issuance on January 14, 2016;
- 4,673,662 share purchase warrants, exercisable at $0.15 for a period of 24 months from date of issue on September 26, 2016.
- 4,570,363 share purchase warrants, exercisable at $0.055 for a period of 4 years from the date of issue on September 29, 2016.

RISKS AND UNCERTAINTIES

The company is subject to the normal risks entailed in mineral exploration and development. These can involve a number of known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements to be materially different from any expected future results, performance, or achievements. The discovery, development and acquisition of mineral properties are in many instances unpredictable events. Future metal prices, the success of exploration programs, and other property transactions can have a significant impact on capital requirements. In addition, risk factors that could affect the Company's future results, include, but are not limited to, foreign exchange, competition, risk inherent in mineral exploration and development, and policies including mineral tenure, trade laws and policies, receipt of permits and approvals from government authorities, and other operating and development risks.

Exploration and Mining Risks

The business of exploration for and mining minerals involves a high degree of risk. Fires, power outages, labor disruptions, flooding, cave-ins, landslides, and the inability to obtain suitable adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs.

The Company has relied on, and may continue to rely upon, consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

Financing

While the Company has been successful in the past, there is no assurance that funding will be available under the terms that are satisfactory to management. Funds available for operations may vary significantly from management's estimates due to changes that are outside the control of management. Differences between actual exploration costs and management's estimates will occur, and these differences may be material. There is no assurance that future financial market conditions will result in sufficient funds being available to the Company to continue in the normal course of business.

Commodity Price

The price of metals can fluctuate widely and can be affected by many external factors beyond the control of the Company. Some of these factors include, demand, inflation, fluctuations in various currencies, interest rates, forward gold sales, political or economic events in producing regions, and fluctuations in the cost of production.

Competition

Competition exists for mineral deposits where Copper Lake Resources Ltd conducts its operations. As a result, some of which may be with large established mining companies with substantially greater financial and technical resources, Copper Lake Resources Ltd may be unable to acquire additional attractive mining claims or financing on terms it considers acceptable. Copper Lake Resources Ltd also competes with other companies in the recruitment and retention of qualified employees.

Dependence on Key Management and Employees

Copper Lake Resources Ltd.'s development depends on the efforts of key members of management. Loss of any of these people could have a material adverse effect on Copper Lake Resources Ltd. The Company does not have key man insurance with respect to any of its key members of management.

Conflicts

Certain directors of Copper Lake Resources Ltd. also serve as directors of other companies involved in mineral resource exploration and development and, to the extent that such other companies may participate in areas in which the Company may be active, the possibility exists for such directors to be in a position of conflict. In accordance with the corporate laws, the directors are required to act honestly, in good faith, and in the best interests of Copper Lake Resources Ltd. In addition, such directors will declare and abstain from voting on any matter in which such directors may have a conflict of interest. At present, there are no such conflicts and the likelihood of any is unlikely given the companies and areas of interest that could potentially be involved.

Legal Proceedings

The Company was named in a lawsuit filed in June 2016, by Ronald Coombes ("Coombes"), the former President and CEO and former director, who tendered his resignation as President, CEO and director of Copper Lake in February 2016. Coombes is seeking payment for amounts claimed to be owing for consulting fees and reimbursement of expenses and unspecified damages. He is also seeking damages for alleged termination of his consulting agreement. In conjunction with the lawsuit, a prejudgment garnish order was served on the Company which resulted in $118,390 being held by the BC Supreme Court. The claims made by Coombes excluding damages total $137,185. These amounts were recorded in the records of the Company while Coombes was President and CEO and remain on the books pending the outcome. The board of directors considers that the claim by Coombes has no merit and has retained legal counsel and filed a defense and a counterclaim in July 2016. Management is unable to determine the potential impact of the claim, if any, at the present time, and no provision has been booked for the lawsuit as at January 31, 2017.

SUBSEQUENT EVENT

On March 7, 2017 the Company announced that it had entered into a mineral property option agreement to acquire up to 100% of four separate properties made up of seven claims. The properties are situated in the Kenora and Patricia mining divisions in Northwestern Ontario and are known as the Queen Alexandria Gold Property, the Mine Lake Gold Property, the Grand Chibougamau Gold Property and the Centrefire-Redhat Gold-Copper Property.

Copper Lake can earn 25% interest of these properties by payment of $10,000 and 200,000 shares upon signing and an additional $10,000 and 200,000 shares within four months of approval by the TSX. To earn 75% Copper Lake needs to pay $60,000 and issue 600,000 shares over 3 years and spend at least $2,000,000 on the properties.

If at any time Copper Lake decides to return any of the four properties, the future cash, share and expenditure commitments will also reduce by 25% for each property returned.

Copper Lake can earn up to 100% interest by completing a 43-101 compliant resource estimate with 500,000 ounces on the properties and payment of 250,000 shares.

The Optionor will retain a 2% NSR. Copper Lake can acquire half (1%) for $1 million and will have a right of refusal to acquire the remaining 1%.

The transaction was approved by the TSX on March 24, 2017.