



**COPPER LAKE**  
RESOURCES LTD

**Management's Discussion and Analysis**

**Three and Nine Months Ended July 31, 2022**

Contact Information :

**Copper Lake Resources Ltd.**

1 King Street West, Suite 4800

Toronto, Ontario, Canada M5H 1A1

Contact Person: Mr. Terrence MacDonald, CEO

Email: [info@copperlakeresources.com](mailto:info@copperlakeresources.com)

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS THREE AND NINE MONTHS ENDED JULY 31, 2022**

*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 September 26, 2022 and was reviewed and approved by the Board of Directors. The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed financial statements for the three and nine months ended July 31, 2022 and the audited annual financial statements of Copper Lake Resources Ltd. and notes thereto for the year ended October 31, 2021. 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](http://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.*

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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 Marshall Lake property in Ontario, while maintaining its interest in the Norton Lake property. The registered address of the Company is 1 King Street West, Suite 4800, Toronto, Ontario M5H 1A1. 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", and on the OTC under the symbol "WTCZF".

The Company's properties are located in Ontario, 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.

The Company has a NI 43-101 compliant resource estimate on its Norton Lake property and has historical resources estimates (not NI 43-101 compliant) on the Marshall Lake property.

Despite the current market uncertainty and volatility, the longer-term fundamentals and outlook for copper, zinc, silver, nickel, cobalt and palladium demand remain positive. The demand for copper is forecasted to increase, driven by population growth, emerging economies, green initiatives and infrastructure requirements. If the copper demand materializes as forecasted and the structural issues facing the copper industry have not been resolved, the long-term sustainable copper supply could be materially impacted. The absence of new large copper discoveries, despite increased exploration expenditures, combined with the historically low number of copper projects in the exploration and development pipeline, foreshadows an impending significant supply deficit within the copper industry.

### **MARSHALL LAKE PROJECT RECENT DEVELOPMENTS**

- On August 11, 2022, the Company announced that it had closed the first tranche of a private placement of units of the Company (the "Private Placement") for gross proceeds of \$1,346,250, consisting of 8,313,890 NFT Units and 5,980,000 FT Units.

The private placement will be for up to \$2,500,000, consisting of up to 8,333,333 Non Flow-Through Units ("NFT Units") at a price of \$0.09 per NFT Unit and up to 17,500,000 Flow-Through Units ("FT Units") at a price of \$0.10 per FT Unit. Each NFT Unit is comprised of one common share in the capital of Copper Lake (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each FT Unit is comprised of one Flow-Through common share and one-half of one Common Share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder to acquire one additional share at an exercise price of \$0.15 per Common Share for a period of 36 months from the closing date. The Warrants shall be subject to an accelerated expiry date clause whereby. At any time following the expiry of the four-months and one day hold period, should the weighted average closing price of the Common Shares on the TSX Venture Exchange (the "TSX-V") be more than \$0.25 for a period of 15 consecutive trading days, the Company shall be entitled to accelerate the expiry date of the warrants to a date which is 30 days following the date on which the Company announces the accelerated expiry of the Warrants by press release.

The final tranche of the financing is expected to close on or about October 13, 2022. The net proceeds of the financing will be used for exploration at the Company's Marshall Lake project and for general working capital purposes. In accordance with applicable Canadian securities laws, all securities issued

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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pursuant to the private placement will have a hold period of four months and one day from the date of issuance.

- On June 23, 2022 the Company reported the complete results of the assays on hole MAR-22-01. Highlighting the results are three high-grade intervals returning:
  - 8.13% Cu, 0.05% Pb, 7.26% Zn, 240.80 g/t Ag & 0.33 g/t Au over 2.11 metres
  - 5.81% Cu, 0.01% Pb, 7.32% Zn, 171.20 g/t Ag & 0.02 g/t Au over 1.95 metres
  - 2.37% Cu, 0.01% Pb, 1.75% Zn, 413.15 g/t Ag & 0.37 g/t Au over 6.00 metres.
    - Included within this 6-metre intercept is a higher-grade interval yielding 2.26% Cu, 2.66% Zn, 1,580 g/t Ag (55.7 oz/t Ag) & 1.28 g/t Au over 1.21 metres.
- On May 31, 2022 the Company reported the results of the Borehole EM survey. All of drill holes MAR-21-01, MAR-21-03 and MAR-22-02 detected strong conductors near the ends of the holes. Modelling suggests that all responses are likely due to a single strongly conductive source, with collective dimensions of at least 250 metres by 150 metres. The four strong conductors detected by the survey are situated at depth, 250 metres or more below surface.
- On April 19, 2022 the Company reported the results of drilling on hole MAR-21-03. MAR-21-03, the second hole completed testing an undrilled VTEM anomaly, intersected 4 zones of mineralization all yielding high-grade assays. Highlighting the intercepts are intervals yielding 5.39% Cu, 6.43% Zn, 315.58 g/t Ag & 2.22 g/t Au (12.44% CuEQ or 28.46% ZnEQ) over 2.67 metres as well as 1.43% Cu, 4.13% Zn, 122.24 g/t Ag & 0.51 g/t Au (4.67% CuEQ or 10.68% ZnEQ) over 2.59 metres.

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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### MINERAL PROPERTY INTERESTS

#### Realization of assets

The investment in and expenditures on mineral property interests 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 certainty that current exploration programs will result in the discovery of economically viable quantities of ore, although recent results have been very encouraging.

#### 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.

#### Title to mineral property 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 is in good standing.

The Company has entered into agreements to acquire, explore and develop certain exploration and evaluation assets located in certain regions of Canada. Several Indigenous groups are claiming certain rights 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. Many First Nations are now interested in sharing in the benefits of resource development in their traditional territories and the Company has been engaged in consultation with the First Nation communities near its active projects to discuss future opportunities.

#### Exploration and Evaluation Expenses

Amounts invested in mineral property assets and capitalized in accordance with the Company's accounting policy on exploration and evaluation expenses are as follows:

	Marshall Lake	Norton Lake	Total
Balance, July 31, 2022	\$ 2,548,862	-	\$ 2,565,362

Acquisition costs for the Norton Lake property in the amount of \$400,000 were impaired during the year ended October 31, 2015. Acquisition costs in the amount of \$16,500 for the Centrefire Redhat property were written off in the quarter ended April 30, 2022 as the Company made the decision to allow the claims to lapse.

## COPPER LAKE RESOURCES LTD.

### Management's Discussion and Analysis

July 31, 2022

Details of the Company's exploration and evaluation expenditures which have been cumulatively expensed in the statement of loss and comprehensive loss are as follows:

#### For the nine months ended July 31, 2022

	Marshall Lake Property	Norton Lake Property	Total
Assays	18,541	-	18,541
Claims management	120	780	900
Drilling	440,434	-	440,434
Equipment rental	84,926	-	84,926
Exploration office and management	77,836	-	77,836
Field exploration camp	452,176	-	452,176
Geophysical	283,879	-	283,879
Geotechnical	10,260	-	10,260
Line cutting	24,837	-	24,837
Property taxes and lease rent	15,095	-	15,095
Roads and access	85,797	-	85,797
Storage	3,600	-	3,600
Travel	2,193	-	2,193
JV Partner contributions received	-	(7,714)	(7,714)
<b>Expenditures for the period</b>	<b>1,499,694</b>	<b>(6,934)</b>	<b>1,492,760</b>
Cumulative balance - October 31, 2021	4,944,466	844,619	5,789,085
<b>Balance, July 31, 2022</b>	<b>\$ 6,444,160</b>	<b>\$ 837,685</b>	<b>7,281,845</b>

#### For the nine months ended July 31, 2021

	Marshall Lake Property	Norton Lake Property	Total
Assays	19,592	-	19,592
Core shack and logging	8,309	-	8,309
Equipment rental	6,750	-	6,750
Exploration office	8,002	-	8,002
Field exploration camp	58,383	-	58,383
Geotechnical and geological	215,193	2,875	218,068
Maps and permits	16,666	160	16,826
Reports	7,000	-	7,000
Storage	4,050	-	4,050
<b>Expenditures for the period</b>	<b>343,945</b>	<b>3,035</b>	<b>346,980</b>
Cumulative balance - October 31, 2020	4,305,478	840,784	5,146,262
<b>Balance, July 31, 2021</b>	<b>\$ 4,649,423</b>	<b>\$ 843,819</b>	<b>5,493,242</b>

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](http://www.sedar.com).

The technical information regarding the Company's currently active projects referred to herein has been reviewed and approved by Donald Hoy, M.Sc., P. Geo., who is acting as the Company's Qualified Person in accordance with regulations under NI 43-101.

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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### 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 were 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 57.60% interest in the Norton West Property (with Rainy Mountain having a 32.60% interest and White Metals having a 9.80% 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 White Metals 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%. Acquisition costs related to the property totaling \$400,000 were written down to nil in 2015, as the Company had not incurred any expenditures on the property in 2014 or 2015 and had no plans at that time to incur further expenditures in the next 12 months. During the year ended October 31, 2018, the Company performed certain work at the two camps on the property and incurred expenses in the amount of \$20,920. The Company did not perform any work on the property during 2019 and 2020.

The Norton Lake Property is located within the Miminiska-Fort Hope Greenstone Belt of the Uchi Sub province. The principal target area on the Property is the magmatic Ni-Cu-Co-Pd sulphide deposit 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 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; 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
<b>Total</b>	<b>2,258,654</b>	<b>0.67</b>	<b>0.61</b>	<b>0.03</b>	<b>0.46</b>
Inferred	198,571	0.66	0.59	0.03	0.47

#### Current status:

During the reporting period, the status of the project has not changed. A review of the data is currently ongoing to identify exploration opportunities for future near-term work.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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 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 gave Copper Lake a 68.75% interest in the Marshall Lake property.

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.

As at July 31, 2018 the Company had fulfilled the expenditure requirements and has a 75% interest in the property.

During the quarter ended July 31, 2021, the Company exercised its option to acquire a 75% undivided interest in the Marshall Lake Joint Venture Agreement ("JV Agreement"). Rainy Mountain held the remaining 25% interest.

Under the JV Agreement, Copper Lake incurred expenditures in the amount of \$1,881,086 through to April 30, 2022. As Rainy Mountain did not contribute their share of expenditures, their interest was diluted to 20.55%. As at July 31, 2022 Copper Lake's interest is 79.45%. Each party will be responsible for funding its proportionate share of expenditures of the JV Project. Should Rainy Mountain choose not to contribute its pro rata share, then its interest in the JV would be diluted. Once Rainy Mountain's interest is reduced to 10%, it is automatically converted into a 1% Net Smelter Returns Royalty ("NSR"), and Copper Lake would have the right to acquire the NSR at any time for \$1 million.

The Marshall Lake property is located in the eastern portion of the Wabigoon Sub province 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 syn-volcanic 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, described as strata-bound Cu-Zn-Ag-Pb sulphides hosted in an intermediate to felsic volcanoclastic, thus the classification of the mineralization as a volcanogenic massive sulphide system. The most prominent occurrences are sulphide disseminations in 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.



# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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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 as well as ground IP (induced polarization) and geological mapping of specific areas of interest.

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

### *Current Status*

Well over 112 known occurrences of base-metal mineralization outcrop over an extensive area across the Property. A systematic review and compilation of historical data at Marshall Lake combined with recently completed exploration work in 2021-2022, has identified high-priority targets characterized by high base-metal and precious-metal grades that warrant follow-up work. Such exploration work enhancing these targets is summarized below.

### *Billiton Zone*

The Main Billiton Zone contains a historical resource of **2.2 million tonnes at a grade of 1.3% copper, 4.2% zinc and 2.5 oz/t silver<sup>1</sup>**. It comprises a minimum of 5 stacked lenses of heavily disseminated to massive sulphides, traced by drilling over a 500-metre strike length and to a maximum depth of 150 metres below surface.

The Main Billiton Zone is hosted in the 'Marshall Mineralized Band', an altered and mineralized sequence of chemical sediments interbedded with fragmental felsic volcanic rocks. Alteration zones associated with the sulphide mineralization, contain biotite, garnet and actinolite.

### *Magnetotelluric/Deep IP Survey (MT/DCIP)*

SJ Geophysics, of Delta BC, completed an integrated MT/DCIP survey over the Billiton deposit area in mid-July 2021. The goal of the survey was to assist in defining additional base-metal drill targets at depth in the locale of the Billiton Zn-Cu-Ag VMS deposit.

The MT/DCIP survey measures chargeability and resistivity, important parameters given their sensitivity to base metal sulphide minerals (disseminated to massive) and hydrothermal alteration. MT technology generates models of the subsurface resistivity in 2D & 3D at shallow depth and to depths of up to 1 km, while DCIP, yields models of subsurface chargeability and resistivity to depths of 500 metres.

An IP target ('Deep IP target'), characterized by high conductivity/low resistivity and high chargeability, was defined by the survey at a vertical depth of approximately 350 metres. This large untested anomaly has dimensions of 800 x 300 x 300 metres and represents a new target area, never previously tested by diamond drilling.

### *Diamond Drilling*

During late 2021 to early 2022, 4 drill holes totaling 1,524 metres were completed on the Marshall Lake property.

The initial drill hole completed MAR-21-01, tested the Billiton deposit. The deposit was intersected at a vertical depth of approximately 70 metres, yielding an intercept of 1.17% copper, 0.12% lead, 5.26% zinc, 59.65 g/t silver and 0.03 g/t gold (**3.99% CuEQ**) over a core length of 4.90 metres.

Deeper in the hole, at a vertical depth of 170 metres, a second parallel zone of base-metal mineralization was intersected, yielding 0.40% copper, 0.08% lead, 6.54% zinc, 41.50 g/t silver and 1.06 g/t gold (**4.37 CuEQ**) over a core length of 3.00 metres.

The second hole completed (MAR-21-03), tested an un-drilled VTEM anomaly and intersected 4 zones of mineralization. Highlighting the intercepts are intervals yielding 5.39% copper, 0.06% lead, 6.43% zinc, 315.58 g/t silver & 2.22 g/t Au (12.57% CuEQ) over 2.67 metres & 1.43% copper, 0.11% lead, 4.13% zinc, 122.24 g/t silver & 0.51 g/t Au (4.67% CuEQ) over 2.59 metres. Hole MAR-21-02 was abandoned shortly after collaring, due to fractured, unconsolidated ground conditions near the top of the hole.

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

MAR-22-01, the third hole completed, was the first to test the deep IP target. A total of six intervals of mineralization were obtained. Highlighting the results are:

- 8.13% copper, 0.05% lead, 7.26% zinc, 240.80 g/t Ag & 0.33 g/t gold (13.59% CuEQ) over 2.11 metres
- 5.81% copper, 0.01% lead, 7.32% zinc, 171.20 g/t silver & 0.02 g/t gold (10.45% CuEQ) over 1.95 metres
- 2.37% copper, 0.01% lead, 1.75% zinc, 413.15 g/t silver & 0.37 g/t gold (7.00% CuEQ) over 6 metres.

Included within the 6-metre intercept is a higher-grade section yielding 2.26% copper, 0.01% lead, 2.66% zinc, 1,580 g/t silver & 1.28 g/t gold (18.12% CuEQ) over 1.21 metres.

Complete results obtained from the 2021-2022 drill program are tabulated below.

Hole No.	From (m)	To (m)	Interval (m)	%Cu	%Pb	% Zn	Ag (g/t)	Au (g/t)	%CuEQ	Zone
MAR-21-01	88.10	93.00	4.90	1.17	0.12	5.26	59.65	0.03	3.99	Main Billiton
	192.60	195.60	3.00	0.40	0.08	6.54	41.50	1.06	4.37	HW Billiton
MAR-21-03	47.33	48.05	0.72	1.18	0.12	5.81	119.00	0.01	4.74	VTEM/Deep IP
	64.20	66.87	2.67	5.39	0.06	6.43	315.58	2.22	12.57	VTEM/Deep IP
	73.48	76.07	2.59	1.43	0.11	4.13	122.24	0.51	4.67	VTEM/Deep IP
	180.65	181.50	0.85	1.40	0.09	9.05	159.00	0.01	6.68	VTEM/Deep IP
MAR-22-01	137.15	139.25	2.10	0.53	0.28	3.00	26.30	0.02	2.12	VTEM/Deep IP
	236.00	239.00	3.00	1.47	0.01	1.54	50.80	0.02	2.59	VTEM/Deep IP
	272.05	274.20	2.15	2.40	0.04	3.37	190.60	0.22	5.68	VTEM/Deep IP
	298.06	300.17	2.11	8.13	0.05	7.26	240.80	0.33	13.59	VTEM/Deep IP
	311.20	313.15	1.95	5.81	0.01	7.32	171.20	0.02	10.45	VTEM/Deep IP
	368.00	374.00	6.00	2.37	0.01	1.75	413.15	0.37	7.00	VTEM/Deep IP
	Inc. 371.55	372.76	1.21	2.26	0.01	2.66	1580.00	1.28	18.12	
MAR-22-02	128.89	129.25	0.36	0.15	0.26	5.83	17.80	0.02	2.87	VTEM/Deep IP

<sup>1</sup> Analyses completed by Activation Laboratories in Ancaster, Ontario, utilizing the 1A2 – Fire Assay/AA finish, 1H INAA total digestion and the UT-7, sodium peroxide fusion (ICP & ICP MS) analytical packages

<sup>2</sup> %CuEQ calculated using metal prices of US\$3.87 per lb. for copper, US\$0.89 per lb. for lead, US\$1.65 per lb. for zinc, US\$21.39 per oz. for silver & US\$1,839.40 per oz. for gold

The intercepts obtained in MAR-21-03 and MAR-22-01 comprise a new zone of base & precious metal mineralization, known as the Deep IP discovery. It currently remains open in all directions. The presence of heavily disseminated to semi-massive chalcopyrite, sphalerite and pyrite hosted in strong biotite-chlorite-silicic-actinolite alteration is very encouraging, resembling stringer-type mineralization and hydrothermal alteration, typically found in the footwall or proximal to major VMS deposits.

### Borehole and Large-Loop Electromagnetic Surveys (EM)

Both borehole and large-loop electromagnetic EM were completed in the locale of the high-grade mineralization obtained in Mar-21-03 and Mar-22-01, at the site of the Deep IP discovery. The surveys were undertaken to provide directional information on extending high-grade mineralization and to help guide future drilling programs testing it.

Collectively, the EM surveys delineate a conductive centre comprising strong to very strong conductors, 300 metres below surface. The conductive centre (600 metres X 300 metres) is situated along stratigraphic trend and at greater depth than the high-grade intervals obtained in hole Mar-22-01. This is very encouraging and suggests excellent potential for expanding on the limits of high-grade mineralization in this area.

Clearly, additional diamond drilling is warranted to test this new high-grade occurrence, to help determine its size, grade and extent. Drilling will be completed after freeze-up, likely towards year-end 2022.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### ***Deeds Island Target***

Compilation of historical data generated a highly prospective target located 6 km to the east of the Main Billiton Zone area, in an area of the Property that has seen minimal exploration and drilling.

The Deeds Island target comprises an 800-metre long geochemical anomaly yielding up to 1000 ppm zinc. The zinc anomaly is coincident with a widespread zone of intense garnet-actinolite alteration (iron enrichment) within felsic tuff breccias. Garnet-actinolite is an alteration assemblage closely associated with copper-zinc-silver mineralization in the Main Billiton Zone. The zinc anomaly and garnet-actinolite alteration zone occur immediately below the Deeds Island Tuff. Massive sulphide deposits commonly form below such exhalative or tuff caps, in underlying rocks that are characterized by higher permeability (tuff breccias) and by higher temperatures (garnet-actinolite alteration and zinc mineralization).

Two airborne VTEM conductors also occur within the Deeds Island Tuff, adding further attraction to the target area.

A ground gravity survey completed during the winter of 2022 yielded a prominent residual gravity anomaly over an area encompassing 200 metres by 100 metres. The gravity anomaly coincides with the alteration zone, the zinc geochemical anomaly as well as with the airborne conductors and is a prime target for diamond drilling. This prospective target will be tested by diamond drilling in the winter of 2023.

### ***VTEM Anomalies***

A property-wide Versatile Time Domain Electromagnetic (VTEM) survey was flown at Marshall Lake in 2007 to assist targeting in exploring for volcanic-hosted massive sulphide deposits. Modelling completed by contractors delineated a total of 31 anomalies (conductors), a few of which have yet been followed-up by diamond drilling.

A re-assessment of the EM conductors yielded by the survey is currently being undertaken. It will be supplemented by additional output products from existing data, to assist in the ongoing goal of generating additional high-quality exploration targets on the Property.

### ***Continuing Data Compilation***

The review and compilation of the current and historical data should continue with the integration and interpretation of drilling, geological, geophysical and geochemical data sets. In particular, 3D modelling of all mineralized zones should be completed and merged with the above data, to gain a better understanding of controls on base and precious-metal mineralization and to generate additional targets for continuing exploration.

### **Other Marshall Lake Properties**

In the summer of 2018, the Company staked additional property at Marshall Lake to expand the Company's interests with a focus on creating a regional play. The new claims are known as the Sollas Lake Property and the Summit Lake Property and are both 100% owned by the Company and not subject to any royalties or encumbrances.

- **Sollas Lake Property**

The Sollas Lake property consists of 20 claim cells comprising an area of 4 square km on the east side of the Marshall Lake property where the VTEM geophysical survey outlined strong conductors, hosted within the same favorable felsic volcanic units.

- **Summit Lake Property**

The Summit Lake Property was staked based on recommendations arising from the reinterpretation of geological and geophysical data completed in late 2016. The Summit Lake Property currently consists of 100 claim cells comprising an area of 20.5 square km, is accessible year-round, and is located immediately west of the Marshall Lake Property.

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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### SELECTED ANNUAL INFORMATION

Comparative information for annual periods from October 31, 2021 and 2020 has been presented in accordance with IFRS.

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	2021	2020
Revenues	\$ -	\$ -
Exploration and evaluation expenditures	265,337	49,707
Share-based compensation	46,550	10,930
Other operating expenses	134,644	131,287
Write-off acquisition costs related to expired claims	49,500	-
Flow-through share premium recovery	(49,000)	-
Net loss	(447,031)	(191,924)
Basic and diluted loss per share	(0.003)	(0.002)
Total assets	2,609,240	2,660,541

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### Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the year ended October 31, 2021 compared with the year ended October 31, 2020. 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, 2020.

### Results of operations for the year ended October 31, 2021 as compared to the year ended October 31, 2020

The Company reported a net loss from operations for the year ended October 31, 2021 of \$1,319,110 compared to a net loss of \$447,031 for the prior year, for a change of \$872,079. The loss from operations in the current year increased largely due to an increase of \$377,846 in the exploration and evaluation expenses incurred on the Company's properties during the year. There was also an increase in share-based compensation expense in the amount of \$415,122, which is a non-cash expense. Other operating expenses increased during the year by \$146,821, largely due to an increase in investor relations fees of \$98,145 and an increase in professional fees of \$16,578.

**Results of operations will vary from year to year depending on the level of exploration and evaluation work being performed, the extent of financing activities being undertaken, and whether or not options have been granted in the period.**

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

### SUMMARY OF QUARTERLY RESULTS

	July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021
Total assets	\$3,195,162	\$3,295,834	\$3,515,680	\$3,504,304
Mineral property interests	2,548,862	2,548,862	2,565,362	2,565,362
Working capital	255,210	60,739	555,112	448,241
Shareholders' equity	2,804,072	2,609,601	3,120,474	3,013,603
Total revenue	-	-	-	-
Expenses, excluding exploration and evaluation expenses and share-based compensation	50,968	73,915	55,822	109,777
Exploration and evaluation expenses	134,061	728,625	630,074	295,842
Share-based compensation	-	-	-	461,672
Total expenses	185,029	802,540	685,896	867,291
Net loss	185,029	802,540	695,896	836,593
Basic and diluted loss per share	(0.002)	(0.004)	(0.004)	(0.004)

	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
Total assets	\$3,281,422	\$3,350,307	\$2,575,919	\$2,609,240
Mineral property interests	2,565,362	2,565,362	2,565,362	2,565,362
Working capital (deficit)	430,662	353,961	(497,793)	(440,428)
Shareholders' equity	2,996,024	2,919,323	2,067,569	2,125,434
Total revenue	-	-	-	-
Expenses, excluding exploration and evaluation expenses and share-based compensation	71,067	72,007	28,614	22,666
Exploration and evaluation expenses	239,620	78,109	29,251	230,204
Share-based compensation	-	-	-	-
Total expenses	310,687	150,116	57,865	277,870
Net loss	274,535	150,116	57,865	239,037
Basic and diluted loss per share	(0.002)	(0.001)	(0.001)	(0.001)

Quarterly results will vary in accordance with the Company's exploration and evaluation activities, 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. Otherwise the operating expenses have been reasonably consistent over the last four quarters.

In the quarter ended July 31, 2022 the Company recognized net loss of \$185,029 compared to a loss of \$802,540 in the previous quarter for a change of \$617,511. The major reason for the decrease in the loss from the previous quarter is the decrease in exploration and evaluation expenses, as the Company had completed the current fieldwork program. General and administration expenses were largely consistent over the two quarters.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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. 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. The Company incurred exploration and evaluation expenditures in the amount of \$1,492,760 during the nine months ended July 31, 2022 (nine months ended July 31, 2021 - \$346,980).

Net cash used in operating activities for the three months ended July 31, 2022 was \$344,612 compared to \$416,640 for the three months ended April 30, 2022, consisting of the loss for the period and the change in non-cash items.

Net cash provided by financing activities for the three months ended July 31, 2022 was \$279,500 (three months ended April 30, 2022 - \$291,666).

The Company currently operates its two properties under joint venture agreements. The joint venture partner on both properties is Rainy Mountain Royalty Corp. ("RMO"). RMO has indicated that it will contribute its share of expenditures on both properties. At July 31, 2022, RMO's share of expenditures owing to the Company is \$23,744. This amount is not recorded in the Company's July 31, 2022 financial statements. If these amounts are not paid within the timelines specified in the joint venture agreements, RMO's interest in the projects will be reduced.

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.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **Significant accounting estimates and judgments**

The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates. Revisions to accounting estimates, or changes to judgments, are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Significant assumptions that management has made about current unknowns, the future, and other sources of uncertainty, could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made. Such significant assumptions include, but are not limited to, the following areas:

#### ***Critical accounting estimates***

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include but are not limited to, the following:

- Share based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

#### ***Critical accounting judgments***

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- Recoverability of mineral property interests

Assets or cash-generating-units ("CGUs") are separately evaluated as each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral property interests.

The assessment of impairment of mineral property interests requires judgment to determine whether indicators of impairment exist including factors such as, the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of mineral property interests are budgeted and results of exploration activities up to the reporting date.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **New Standards, Interpretations and Amendments Not Yet Adopted**

#### **Adoption of New Accounting Standards**

A number of new standards, amendments to standards and interpretations are not yet effective as of October 31, 2021 and have therefore not been applied in preparing these financial statements. None are expected to have a material effect on the financial statements of the Company.

#### **New standards and interpretations not yet adopted**

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place “at the end of the reporting period”
- clarify that classification is unaffected by expectations about whether an entity will exercise the right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

The amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The Company does not expect the adoption of this amendment to have a significant impact.



# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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### TRANSACTIONS WITH RELATED PARTIES

#### Key management compensation

Key management includes directors and other key personnel, including the CEO 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 six months ended April 30, 2022 and 2021 is outlined below:

	Three months ended July 31		Nine months ended July 31	
	2022	2021	2022	2021
Management and director fees	\$ 6,000	\$ 6,000	\$ 18,000	\$ 18,000
Share-based compensation	-	-	-	-
	\$ 6,000	\$ 6,000	\$ 18,000	\$ 18,000

Included in accounts payable and accrued liabilities as at July 31, 2022 is \$12,418 (October 31, 2021 - \$37,253) owed to directors and officers. As at July 31, 2022, a director of the Company had advanced funds to the Company in the amount of \$1,381 (October 31, 2021 – \$10,049). This advance is unsecured, non-interest bearing and has no terms of repayment.

#### COMMITMENTS

The Company currently 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 adjusts 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 July 31, 2022. The Company is not subject to externally imposed capital requirements.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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 July 31, 2022, the Company had current liabilities of \$391,090 (October 31, 2021: \$490,701).

Subsequent to July 31, 2022 the Company announced that it had closed the first tranche of a private placement for gross proceeds of \$1,346,250 and plans to close a final tranche in October 2022.

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 to fund future exploration activities. 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.

# COPPER LAKE RESOURCES LTD.

## Management's Discussion and Analysis

July 31, 2022

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### OUTSTANDING SHARE DATA as at September 26, 2022

a) Authorized:

Unlimited number of shares, without par value

b) Issued and outstanding:

216,913,985 common shares

c) Outstanding incentive stock options:

<b>Expiry Date</b>	<b>Number</b>	<b>Exercise Price</b>
January 18, 2023	1,550,000	\$ 0.050
March 15, 2023	250,000	0.080
February 11, 2024	100,000	0.050
August 7, 2024	1,000,000	0.050
December 2, 2024	1,750,000	0.050
December 13, 2024	1,000,000	0.050
April 28, 2025	500,000	0.050
August 26, 2026	2,300,000	0.050
October 18, 2026	6,650,000	0.080
<b>Outstanding</b>	<b>15,100,000</b>	<b>\$ 0.064</b>

d) Warrants

<b>Expiry Date</b>	<b>Number</b>	<b>Exercise Price</b>
April 15, 2023	14,001,950	0.10
May 17, 2023	7,561,000	0.10
August 11, 2025	12,020,085	0.15
<b>Outstanding and exercisable</b>	<b>33,583,035</b>	<b>\$ 0.12</b>

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# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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.

# **COPPER LAKE RESOURCES LTD.**

## **Management's Discussion and Analysis**

**July 31, 2022**

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### **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**

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. While the Company cannot reasonably predict the ultimate outcomes of these actions, and inherent uncertainties exist in predicting such outcomes, the Company believes that the ultimate resolution of these actions is not reasonably likely to have a material adverse effect on the Company's financial condition or future results of operations. A liability is recognized where, based on the Company's legal views and advice, it is considered probable that an outflow of resources will be required to settle a present obligation that can be measured reliably. The Company is not aware of any material unrecorded contingent liabilities which require recording in the financial statements for the three and nine months ended July 31, 2022.