MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTH PERIOD ENDED JULY 31 2011 AND 2010

December 16, 2011

Management's discussion and analysis (MD&A) is current to December 16, 2011 and is management's assessment of the operations and the financial results together with future prospects of Lakeside Minerals Corp. ("Lakeside", "Corporation", or the "Company"). This MD&A should be read in conjunction with our interim unaudited consolidated financial statements and related notes for the period ended July 31, 2011, prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Lakeside's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A.

General Overview

Lakeside Minerals Corp. was originally incorporated as Alpaca Holdings Inc. under the *Business Corporations Act* (Ontario) on August 21, 2007. The Company did not carry out any commercial activity until the fiscal year ended January 31, 2011. On November 15, 2010, Alpaca Holdings Inc. changed its name to Lakeside Minerals Corp. The Company is engaged in the acquisition, exploration and development of mineral resource properties in Canada. The Company is in the process of exploring and has not yet determined whether there are economically viable reserves on its acquired or optioned mineral properties.

To date the Company has not earned revenue from its acquired or optioned mineral properties: all its mineral properties are considered to be in the exploration stage.

At December 16, 2011, the members of Company's Board of Directors consisted of:

Yannis Banks
Andres Tinajero
Scott Jobin-Bevans
Richard Cleath
Jean-François Pelland
Jean-Pierre Chauvin
Jeremy Goldman

Recent Developments

Grasslands Entertainment Inc. Letter Agreement:

On January 20, 2011, the Company, Foundation Financial Holdings Corp. (“FFHC”) and Grasslands Entertainment Inc. (“Grasslands”), a company listed on the TSX Venture Exchange, entered into an arm’s length binding letter agreement pursuant to which Grasslands agreed to acquire all of the issued outstanding securities of the Company. The transaction will constitute a reverse take-over (“RTO”) of Grasslands by the Company under the policies of the TSX Venture Exchange.

About Lakeside Minerals Corp.

Lakeside Minerals Corp. is engaged in acquiring, exploring, and developing mineral properties in the mining friendly jurisdiction of Quebec. Currently the Company holds a portfolio of properties with an emphasis on gold and rare earth elements.

Lakeside is currently focused on three key properties: Dufay, Disson, and Launay. These properties are briefly described below. Quoted historical exploration results are derived from filed assessment reports and governmental databases. The Company or a Qualified Person has not independently verified these results. These results should not be relied upon. Selected highlight results may not be indicative of average grades. Mineralization on properties adjacent to the Company’s properties is not indicative of mineralization on the Company’s properties.

Dufay Property - Located 30 km west-southwest of Rouyn-Noranda, Quebec, the property covers 27.45 sq km and consists of 53 contiguous claims under option agreement to 100% interest. The property is situated 4 km south of the prolific Larder Lake – Cadillac Fault, 5 km east of the historic Kerr-Addison gold mine, and 10 km southwest of the Francoeur Mine, which is under development by Richmont Mines Inc. The Dufay property is easily accessible via Highway 117.

Most of the historical exploration work on the Dufay property, including about 6100 m of drilling, dates from 1929 to 1946 and was carried out over a very limited area, close to 1.5 sq km. Much of the remaining 26 sq km of the property remains virtually unexplored.

Sulphides, mainly chalcopyrite and pyrite, occur in quartz-sulphide veins and associated stringers and stockwork. Locally, these veins are essentially massive chalcopyrite and pyrite. Disseminated sulphides, principally chalcopyrite or pyrite, occur in metasediments, in “granitic gneiss”, in intrusive “granitic” units, and in shear zones. This type of mineralization is mainly reported from drill core and was largely overlooked. The extent or importance of this disseminated mineralization has not been the focus of previous exploration and remains to be systematically assessed: it has not been delineated or mapped, and has not been adequately tested for its gold or copper potential.

Known mineralization is associated with northeast-trending zones of quartz veining, brecciation, and shearing that are spread out over a width of at least 250 m. Based on geophysical maps, this zone may have a strike-length over 3 km long, most of which remains to be explored.

The property was originally drilled for copper in quartz-sulphide veins and much of the drill core was not assayed for gold.

Available historical drill gold and copper assay highlights includes the following results:

- **8.82 g/t Au** over 2.2 m (true width), *which includes*
    - ***20.91 g/t Au*** *over 0.67 m, and includes*
    - ***10.29 g/t Au*** *over 0.55 m.*
- **16.00 % Cu** over 0.9 m (true width)
- **2.34 % Cu** over 2.3 m (true width)

Lakeside commissioned a NI 43-101 Technical Report on the Dufay property. The report recommended a Phase 1 exploration program in the order of $513,375 CAD. The Company completed an airborne survey over the property as recommended in the technical report. The Company is currently assessing the gold and copper potential of the Dufay property.

Disson Property - Located 22 km northeast of La Sarre, Quebec, the Disson property consists of 76 non-contiguous claims that cover a total area of 32.89 sq km. Of the 76 claims, 36 claims, 10.24 sq km, are under option agreement to 100% interest; 40 claims, 22.65 sq km, were map staked in July of 2011 and are 100% owned by Lakeside. The property is easily accessed via secondary gravel roads off Highway 111.

The Disson property straddles nearly 13 km of a major east-west deformation zone. Historical work and drilling along the eastern 3 km stretch of the deformation zone revealed a strong alteration halo some 75 m to 180 m wide and with a minimum strike length of 2.1 km. Alteration consists of dolomite + ankerite +/- fuchsite +/- pyrite. Gold occurs primarily as free gold and is locally visible in drill core.

Shallow historical drilling revealed both narrow high grade and wider lower grade gold intercepts over a strike length of at least 1.5 km. Drill highlights include:

- **44.27 g/t Au** over 4.0 m, *which includes **173.9** g/t Au over 1.0 m*
- **7.48 g/t Au** over 1.3 m
- **5.18 g/t Au** over 1.5 m
- **5.10 g/t Au** over 1.5 m
- **0.72 g/t Au** over 20.0 m

The 1.5 km long east-west zone of gold mineralization remains open at depth. Parallel east-west fault zones have not been tested. In addition, the western extension of the deformation zone remains largely unexplored.

Launay Property - Located some 48 km northeast of Rouyn-Noranda, Quebec, the property consists of 28 non-contiguous claims under option agreement to 100% interest. Combined, the claims over an area of 11.32 sq km.

The property claims are situated along or in the vicinity of a northwest-trending, over 65 km long, deformation zone. Scattered historic drilling along a 20 km stretch of this deformation zone and subsidiary faults, on properties adjacent or in proximity to the property claims, has returned the following highlight results: 347 g/t Au over 1.0 m, 264 g/t Au over 0.8 m, 235.9 g/t Au over 0.2 m, 96 g/t Au over 0.7 m, and 16 g/t Au over 1.2 m.

The property claims straddle close to 5 km of the main deformation zone, splays, or subsidiary faults. Highlights from historical drilling on property claims include:

- **10.3 g/t Au** over 4.1 m, *which includes **35.7 g/t Au** over 1.07 m*
- **7.9 g/t Au** over 0.3 m
- **5.5 g/t** Au over 0.4 m

Trench gold assay* highlight results on property claims include:

- **99.6 g/t Au** over 0.61 m
- **88.9 g/t Au** over 1.22 m
- **77.4 g/t Au** over 1.52 m
- **20.3 g/t Au** over 0.91 m

*(*based on a 1949 gold price of $31.69/oz)*

The Company plans to carry out additional staking in the vicinity of the Launay property to consolidate the non-contiguous claims and to cover additional prospective ground over the main deformation zone and subsidiary faults.

Lakeside's management and board have extensive experience in exploring and developing mineral deposits and building shareholder value. Foundation Financial Holdings Corp. ("FFHC"), primarily through its wholly-owned subsidiary Foundation Opportunities Inc. ("FOI"), is a controlling shareholder of Lakeside. FFHC is controlled by Jeremy Goldman (of North York, Ontario), Yannis Banks (of Toronto, Ontario) and the Goomie Trust, a trust formed under the laws of the province of Ontario, who together hold a 95% interest in FFHC.

Financing Activities:

The Company has funded the development of its claims through equity private placements.

Subsequent to July 31, 2011, Lakeside completed financing of $350,650, comprised of a $60,000 flow-through unit financing (with each flow-through unit priced at $0.20 and comprised of one flow-through share and one-half of one warrant) and a $290,650 non flow-through unit financing (with each non flow-through unit priced at $0.15 and comprised of one common share and one-half of one warrant). Each warrant will be exercisable into one common share of the company at an exercise price of $0.30 for a period ending on the earlier of (i) 60 months from the closing date and (ii) 24 months from the date upon which the company completes a going public transaction, subject to acceleration in certain circumstances.

On April 4, 2011, the Company completed a flow-through share private placement of 2,050,000 units at a price of $0.10 per unit, for gross proceeds of $205,000. Each unit consisted of one flow-through common share and one-half warrant. A whole warrant can be exercised to acquire one common share for a period that is the earlier of; (a) 60 months from April 4, 2011, and (b) 24 months from the date of completion of a going public transaction, for cash consideration of $0.20.

On April 4, 2011, the Company completed a non flow-through share private placement of 2,000,000 units at a price of $0.10 per unit, for gross proceeds of $200,000. Each unit consisted of one common share and one-half warrant. A whole warrant can be exercised to acquire one common share for a period that is the earlier of; (a) 60 months from April 4, 2011, and (b) 24 months from the date of completion of a going public transaction, for cash consideration of $0.20.

On December 29, 2010, the Company completed a flow-through share private placement of 2,060,000 units at a price of $0.10 per unit, for gross proceeds of $206,000. Each unit consisted of one flow-through common share and one-half warrant. A whole warrant can be exercised to acquire one common share for a period that is the earlier of; (a) 60 months from December 29, 2010, and (b) 24 months from the date of completion of a going public transaction, for cash consideration of $0.20.

On December 29, 2010, the Company completed a non flow-through share private placement of 705,000 units at a price of $0.10 per unit, for gross proceeds of $70,500. Each unit consisted of one common share and one-half warrant. A whole warrant can be exercised to acquire one common share for a period that is the earlier of; (a) 60 months from December 29, 2010, and (b) 24 months from the date of completion of a going public transaction, for cash consideration of $0.20.

On December 1, 2010, the Company issued 3,740,000 common shares to officers and directors at $0.05 per share for gross proceeds of $187,000.

Management of the Company:

Pursuant to a management services agreement, Cavalry Corporate Solutions Ltd. (“Cavalry”) provides various services to Lakeside. On June 13, 2011, Mr. Gary Hokkanen tendered his resignation as CFO to the Company and the Company appointed, Mr. Christopher Hazelton, Vice President of Cavalry, as CFO.

On June 13, 2011 Mr. Banks tendered his resignation as President and was appointed to the position of Chairman of the Board and Mr. Mario Justino was appointed as President and CEO.

Mr. Justino joined Lakeside on March 23, 2011 as Vice President Exploration. Prior to joining Lakeside, he was Vice President Exploration with Colt Resources Inc. Mr. Justino is a member of l’Ordre des géologues du Québec, the Society of Economic Geologists and the PDAC. He holds a Bachelor of Science (B.Sc. Hons.) degree in Geology from McGill University and a Master of Science (M.Sc.) degree in Geology from Acadia University.

Mr. Hazelton joined Cavalry a private financial and consulting services entity located in Toronto, as Vice President, in February 2011. Mr. Hazelton is a Certified General Accountant with significant experience in a variety of industries. Mr. Hazelton earned an Honours Bachelor of Commerce degree from McMaster University in 1998 and obtained a CGA accreditation in 2007.

Overall Performance

Significant uncertainty concerning the short and medium term global economic outlook persists. Management, in conjunction with the Board of Directors, will continue to monitor these developments and their effect on Lakeside’s business.

As at July 31, 2011, the Company had assets of $226,630, liabilities of $258,973 and a net deficit of $(32,343). During the six month period ended July 31, 2011, the Company incurred a loss of $732,175 and expended $274,885 on its optioned mining properties.

At July 31, 2011, the Company had working capital deficit of $(32,343) and cash equivalents of $139,040.

Trends

The Company is a junior mineral exploration company that has begun to assemble an experienced management team to engage in the acquisition, exploration and development of properties prospective for economic deposits. The Company’s financial success will depend on the extent to which it can make discoveries of minerals on its staked and optioned mineral properties and on the economic viability of such discoveries. The development of such properties may take years to complete and the resulting income, if any, is difficult to determine with any certainty. The Company lacks mineral resources and mineral reserves and to date has not produced any revenues. The economic viability of any mineral discovery by the Company will be largely dependent upon factors beyond its control, such as the market value of the commodities produced. Although economic conditions in Canada have improved since the beginning of 2009, the Company remains cautious in case the economic factors that impact the mining industry deteriorate. These factors include uncertainty regarding the prices of commodities, and the availability of equity financing for the purposes of mineral exploration and development. The prices of commodities have been volatile in recent periods and financial markets have deteriorated to the point where it has become extremely difficult for companies, particularly junior exploration companies, to raise new capital, even though there are signs the situation may be improving. The Company's future performance is largely tied to the development of its mineral claims properties and the overall financial markets. Financial markets are likely to continue to be volatile over the balance of calendar 2011, reflecting ongoing concerns about the global economy. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue its exploration program on the mining claims and to seek out other prospective business opportunities. The Company believes that this focused strategy will enable it to meet the near-term challenges presented by the capital markets while maintaining momentum on key initiatives. These trends may limit the Company's ability to develop and/or further explore its mineral property interests and/or other property interests that it may acquire. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates into both short-term operating and longer-term strategic decisions.

<u>Selected Financial Information</u>

Summarized selected financial information with respect to Lakeside is as follows:

	Three months ended July 31, 2011	Six months ended July 31, 2011
Total expenses	$ 403,337	$ 732,175
Net (Loss)	(403,337)	(732,175)
(Loss) per share	(0.028)	(0.057)
Total assets	226,630	226,630
Total liabilities	258,973	258,973
Shareholders' (deficit) equity	(32,343)	(32,343)
Cash dividends declared	-	-

<u>Results of Operations</u>

The Company did not carry on commercial activities prior to October 2010 and therefore this MD&A will provide commentary on the results of operations during the three and six month period ended July 31, 2011 only.

Three month period ended July 31, 2011:

Lakeside recorded a net loss of $403,337 or $(0.028) per common share during the three-month period ended July 31, 2011.

Management and consulting fees totaled $110,247 during the three-month period ended July 31, 2011 and primarily consisted of services provided by FOI for strategic leadership, Cavalry for financial accounting, including CFO services and the President and CEO of the Company.

Professional fees, consisting of legal and accounting fees, totaled $111,218 during the three-month period ended July 31, 2011 and primarily consist of legal services provided in relation to a reverse take-over ("RTO") with Grasslands.

The Company also incurred $25,109 in office and general expenses during the three month period ended July 31, 2011, which consisted of primarily rent, travel, entertainment and other miscellaneous costs.

The Company recorded a charge of $10,899 to the statement of loss can comprehensive loss as stock based payments expense consisting of the fair value of options to purchase up to 200,000 shares of the Company's common stock granted to an officer of the Company.

The Company utilized the Black-Scholes options pricing model to value the options using a risk free interest rate of 2.36%, expected volatility of 125%, expected life of five years and expected dividends yield of 0%.

The Company recorded $145,864 in exploration and evaluation expenditures on its optioned properties as follows:

Claims:		**July 31, 2011**
Dufay	**$**	**88,799**
Disson		**2,479**
Launay		**359**
Kipawa		**22,451**
21M16		**5,000**
Uranium 22B15		**26,776**
	$	**145,864**

A total of $5,000 of evaluation and exploration expenditures were cash payments made under the terms of the option agreements.

Management expects the level of losses to increase in future periods as development and exploration activities ramp.

Six month period ended July 31, 2011:

Lakeside recorded a net loss of $732,175 or $(0.057) per common share during the six-month period ended July 31, 2011.

Management and consulting fees totaled $186,080 during the six-month period ended July 31, 2011 and primarily consisted of services provided by FOI, Cavalry and the President and CEO of the Company. In addition, to the services of a recruitment firm.

Professional fees, consisting of legal and accounting fees, totaled $201,254 during the six-month period ended July 31, 2011 and primarily consist of legal services provided in relation to a RTO with Grasslands.

Under the letter of agreement for the going public transaction the resulting issuer is responsible for up to $100,000 of legal fees incurred by Grasslands, FOI and FFHC with respect to the previous agreement between Grasslands and FOI. The Company settled amounts due to Fogler Rubinoff LLP ("Fogler") and has recorded $71,200 in relation to these past costs.

The Company also incurred $28,496 in office and general expenses during six month period ended July 31, 2011 which consisted primarily of rent, travel, entertainment and other miscellaneous costs.

The Company recorded a charge of $41,460 to the statement of loss and comprehensive loss as stock based payments expense consisting of the fair value of options to purchase up to 900,000 shares of the Company's common stock granted to officers and a director of the Company. The Company utilized the Black-Scholes options pricing model to value the options using a risk free interest rate of 2.36% and expected volatility of 125%, expected life of five years and expected dividends yield of 0%.

The Company recorded $274,885 in exploration and evaluation expenditures on its optioned properties as follows:

Claims:		**July 31, 2011**
Dufay	**$**	**173,816**
Disson		**24,481**
Launay		**17,361**
Quevillon		**5,000**
Kipawa		**22,451**
21M16		**5,000**
Uranium 22B15		**26,776**
	$	**274,885**

A total of $45,000 of evaluation and exploration expenditures were cash payments made under the terms of the option agreements.

Management expects the level of losses to increase in future periods as development and exploration activities ramps up on the claims for which the Company has contracted to explore.

Summary of Quarterly Results

The Company did not carry out any commercial activity and was dormant prior to October 2010. The three months ended October 31, 2010, represent the first period of activity for the Company.

		Net (loss)	**(Loss) per share**
Q2	**2012**	(403,337)	(0.028)
Q1	**2012**	(328,838)	(0.029)
Q4	**2011**	(331,271)	(0.185)
Q3	**2011**	(69,500)	(0.154)

Liquidity and Financial Position

As a junior exploration resource company, the Company has no regular cash flow from operations, and the level of operations is principally a function of availability of capital resources. To July 31, 2011, the principal source of funding has been through the completion of private placements for gross proceeds of $1,006,601. Going forward, the Company will have to continue to rely on equity or debt financings for its working capital. There is no guarantee that the Company will be able to successfully complete such financings, as market conditions may dictate availability and interest.

At January 31, 2011, the Company had total assets of $311,082 consisting of $295,645 of cash, $15,437 of HST receivable and other receivables.

At July 31, 2011, total assets decreased by $84,452 since prior fiscal year end to $226,630 consisting of $139,040 of cash, $70,424 of an HST receivable and other receivables, and $17,166 of prepaid expenses.

The cash balance represents the residual amount from the financing efforts of the Company prior to July 31, 2011. The Company has been successful in raising net proceeds of $838,444 through seed financing followed by flow-through and non flow-through share financing.

Accounts payable and accrued liabilities totaled $243,973 at July 31, 2011 and represented amounts due to consultants, contractors and professional advisors of the Company under usual credit terms.

Total shareholders' deficiency at July 31, 2011 was $(32,343) and consisted of $823,560 of share capital, $152,885 attributed to outstanding warrants, $124,158 in reserve for share based payments all offset by an accumulated deficit of $(1,132,946).

Share capital consists of the 14,185,100 shares of the Company's common stock issued for gross proceeds of $1,006,601, reduced by; a) $30,156 in share issue costs, b) fair value of warrants issued assigned to reserve for warrants in the amount of $152,885.

Through a series of equity private placements the Company has issued warrants to acquire up to 3,407,500 shares of the Company's common stock. Management has determined that the fair value of these warrants utilizing the Black-Scholes option pricing model was $152,885 (note 6). The Company used the following assumptions in the Black-Scholes option pricing model:

Risk-free interest rate	1.76%	
Expected life	2.4	years
Expected volatility	139%	
Expected dividend yield	0	

Reserve for share based payments of $124,158 consists of the fair and officers of options to purchase 2,300,000 shares of the Company's common stock granted to directors and officers of the Company. The Company utilized the Black-Scholes options pricing model to value the options using a risk free interest rate of 2.36% and expected volatility of 125%, expected life of five years and expected dividends yield of 0%.

Capital Resources

The Company is in the process of exploring, and has not yet determined whether there are economically viable reserves on the properties it has staked or optioned. As such, there is uncertainty with respect to the Company's ability to continue as a going concern, dependent upon such events as financing, discovery of reserves, and market demand conditions.

The investment in and anticipated exploration expenditures on the exploration properties will comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon obtaining the necessary financing to continue exploration and development of the properties, the attainment of successful production from the properties or from the proceeds of their disposal. The continuing operations of the Company are dependent upon its ability to continue to raise capital to fund its exploration and development programs. While the Company has been successful in securing financing in the year, there is no assurance that it will be able to do so in the future.

Management believes that a future source for partial funding of the development of its exploration properties may be funded from issued and outstanding options and warrants. As at July 31, 2011, the Company has warrants to acquire up to 3,407,500 shares of the Company's common stock and options to acquire up to 2,300,000 shares of the Company's common stock outstanding. If all warrants and options were exercised the gross proceeds received would be $1,181,500.

Management also believes that the proposed RTO transaction with Grassland Entertainment Inc. will provide the Company with the opportunity to access the public markets for equity or debt financings. The Company has also been assembling a strong complement of directors to assist the Company in its future developments. Current members of the board represent an extremely favorable cross section of industry participants who can bring advantageous business relationships to the Company.

Off-Balance Sheet Arrangements

As of July 31, 2011, the Company has no off balance sheet arrangements.

Related party transactions

The Company and FOI entered into a financial advisory and consulting agreement on October 15, 2010. FOI is a subsidiary of Foundation Financial Holdings Corp. ("FFHC"). FFHC is an entity in which Adam Szweras is a director and each of Yannis Banks, and Jeremy Goldman, is an officer, director and shareholder. In consideration for services the Company agreed to pay a fee of $7,000 per month for a period of eighteen months. In addition, the Company agreed to pay a success fee of $75,000 upon the successful completion of a going public transaction. For the six months ended July 31, 2011 the Company paid FOI $42,000 (2010 - $nil) for financial advisory and consulting services rendered. In addition, Foundation Markets Inc. ("FMI") a subsidiary of FFHC received a cash commission payment of $3,000 for the placement of the Company's common shares during the April 4, 2011 private placement.

The Company and Cavalry Corporate Solutions Ltd ("Cavalry") entered into a management services agreement on November 1, 2010. The management services agreement includes the services of the Company's Chief Financial Officer ("CFO"). Cavalry is an entity in which FFHC is a shareholder. In consideration for services the Company agreed to pay $4,000 for the first three month period and $5,000 per month until October 31, 2011. For the six months ended July 31, 2011 the Company recorded $30,000 (2010 - $ nil) for management services provided by Cavalry. In addition, Cavalry provided $19,300 in additional consulting services in connection with the RTO and transition to IFRS. At July 31, 2011, accounts payable and accrued liabilities included $16,809 due to Cavalry.

During the six months ended July 31, 2011, Fogler Rubinoff LLP ("Fogler") a law firm in which Adam Szweras an officer of the Company is also a partner, provided $80,303 of legal services. In addition, under the letter of agreement for the going public transaction the resulting issuer is responsible for up to $100,000 of legal fees incurred by Grassland, FOI and FFHC with respect to the previous agreement between Grasslands and FOI. The Company settled amounts due to Fogler and has recorded $71,200 in relation to these past costs. At July 31, 2011, accounts payable and accrued liabilities include $140,005 due to Fogler.

The Company entered into a general consultancy agreement with Caracle Creek International Consulting Inc. ("CCIC") in which Scott Jobin-Bevans is a director and a significant, but not controlling, shareholder. Scott Jobin Bevans is a director of the Company. CCIC was engaged to provide a NI 43-101 report and field work on the Dufay mineral property. CCIC provided $135,830 of consulting services during the period, which was expensed in exploration and evaluation expenditures. At July 31, 2011, accounts payable and accrued liabilities include $33,015 due to CCIC.

The Company entered into an agency agreement with MinePros Personnel Inc. ("MinePros") in which Scott Jobin-Bevans is a significant, but not controlling, shareholder. MinePros was engaged to provide search and referral services for the position of Vice President of Exploration. MinePros provided $26,000 of consulting services during the period ended July 31, 2011. On May 1 2011, MinePros converted $13,000 into 130,000 common shares of the Company at an ascribed price of $0.10 per common share.

On August 3, 2011, the Company received a loan in the amount of $15,000 through the issuance of a promissory note to an officer of the Company. The promissory note carries an interest rate of 0% and is repayable on demand. Subsequent to July 31, 2011, the officer subscribed for 100,000 common shares under the interim financing (note 14).

These transactions are in the normal course of business and are measured at the fair value amounts.

Share Capital

As at July 31, 2011, Lakeside had authorized unlimited common shares without par value and had issued 14,185,100 common shares. If all issued and options and warrants were exercised the number of common shares outstanding would be 19,892,600.