MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED JANUARY 31, 2012 AND 2011

May 28, 2012

Management's discussion and analysis (MD&A) is current to May 28, 2012 and is management's assessment of the operations and the financial results together with future prospects of Lakeside Minerals Inc. ("Lakeside", "Corporation", or the "Company"). This MD&A should be read in conjunction with our consolidated financial statements and related notes for the period ended January 31, 2012, 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 of the Company

On December 20, 2011, Grasslands Entertainment Inc., now Lakeside Minerals Inc. completed a reverse take-over ("RTO") with Lakeside Minerals Corp. and the name change from Grasslands Entertainment Inc. to Lakeside Minerals Inc. 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 the properties it has 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.

As at May 28, 2012, 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

The technical contents of this MD&A have been reviewed by Mr. Mario Justino B.Sc. (Hons.), M.Sc., P. Geo., a "Qualified Person" as defined in National Instrument 43-101 and an employee of the Company.

Management of the Company:

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 and was Vice President Exploration till June 13, 2011. 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.

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, as CFO.

Recent Developments

On March 14, 2012, the Company closed a non-brokered private placement of 1,713,079 units for gross proceeds of $222,700. The Company also issued 384,615 units priced at $0.13 to convert $50,000 worth of legal fees. Each unit, priced at $0.13, is comprised of one (1) common share and one (1) common share purchase warrant. Each warrant will entitle the holder to purchase an additional common share of the Company at a price of $0.20 for 24 months from the date of closing, subject to an acceleration clause.

The Company paid a finder's fee equal to 8% of the gross proceeds raised under the Offering and issued compensation options equal to 8% of the number of units sold under the Offering. Each compensation option is exercisable at a price of $0.13 into one common share of the Company and one warrant, exercisable at any time until 24 months from the date of closing.

On May 8, 2012, the Company announced that Lakeside Minerals Corp., a wholly-owned subsidiary of the Company, had entered into an agreement with Melkior Resources Inc. (TSX-V: MKR) ("Melkior") to acquire twenty-one (21) mineral claims adjacent to Lakeside's Launay property claim blocks located in Privat and Launay Townships, northwestern Quebec. Lakeside acquired a 100% interest in the mineral claims by issuing 750,000 common shares to Melkior and recognizing the continuance of third party net smelter royalties on the mineral claims.

About Lakeside Minerals Inc.

Lakeside Minerals Inc. is engaged, through Lakeside Minerals Corp., a wholly-owned subsidiary of the Company, 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.

These properties have been grouped as follows:

1. Dufay
2. Disson
3. Launay
4. Quevillon
5. Kipawa
6. 21M16
7. Uranium 22B15 (New Claims)

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.

The Company entered into an agreement with arm's length parties dated October 19, 2010, to acquire a 100% interest in the Dufay property. Pursuant to the terms of the Dufay agreement, the Company issued 1,000,000 shares of its common stock and paid $25,000 to the vendors immediately upon signing the agreement. The Company also became committed to issue an additional 1,500,000 common shares and pay $225,000 as follows:

a) $50,000 and 250,000 shares on the first anniversary of the agreement (paid).
b) $75,000 and 250,000 shares on the second anniversary.
c) $100,000 and 1,000,000 shares on the third anniversary.

The Company shall spend at least $500,000 in exploration on the mining claims within the first 18 months after the execution of the agreement and an additional $500,000 in exploration on the mining claims within the second 18 months.

Upon successful completion of all these obligations the vendor shall transfer title to the claims to the Company, subject to a Net Smelter Royalty ("NSR") of 2%, of which a 1% NSR may be acquired upon payment of $500,000.

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. In 2011, the Company completed an airborne survey over the property as recommended in the technical report. From January to May 2012, line-cutting, outcrop stripping and sampling, mapping and prospecting, and ground geophysical surveys, including magnetic, VLF-EM, and induced polarization surveys, were carried out on the property. The Company is continuing to assess 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 and 40 claims, 22.65 sq km, are 100% owned by Lakeside. The property is easily accessed via secondary gravel roads off Highway 111.

The Company entered into an agreement with arm's length parties dated December 7, 2010, to acquire a 100% interest in the Disson property. Pursuant to the terms of the agreement, the Company issued 250,000 shares of its common stock and paid $15,000 to the vendors immediately upon signing the agreement. The Company also became committed to issue an additional 1,250,000 common shares and pay $245,000 as follows:

a) $20,000 within seven days of the Company completing a going public transaction (paid).
b) $35,000 and 250,000 shares on the first anniversary of the agreement (paid).
c) $50,000 and 250,000 shares on the second anniversary.
d) $60,000 and 250,000 shares on the third anniversary.
e) $80,000 and 500,000 shares on the fourth anniversary.

The Company shall perform $300,000 in exploration on the mining claims over a period of three years from the date of the agreement.

Upon successful completion of all these obligations the vendor shall transfer title to the claims to the Company, subject to a NSR of 1%, of which a 0.5% NSR may be acquired upon payment of $1,000,000.

Under the vendors' prior agreement with Globex Mining Enterprises Inc. a total of 32 Disson mining claims are subject to a 1% Gross Metal Royalty.

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 currently comprises 77 non-contiguous claims in several blocks that cover a total area of 29.70 sq km. Of the 77 claims, an initial 29 claims, 11.66 sq km, were acquired and are under option agreement to 100% interest; subsequently, 27 claims, 9.31 sq km, were map staked and are 100% owned by Lakeside; and recently, 21 claims, 8.73 sq km, were purchased and are 100% owned by Lakeside. In late May 2012, the Company made application for an additional 9 claims totaling 4.40 sq km.

The Company entered into an agreement with arm's length parties dated December 7, 2010, to acquire a 100% interest in 29 claims, which initially constituted the Launay property. Pursuant to the terms of the Launay Agreement, the Company issued 250,000 shares of its common stock and paid $10,000 to the vendors immediately upon signing the agreement. The Company also became committed to issue an additional 750,000 common shares and pay $90,000 as follows:

a) $15,000 due within seven days of the Company completing a going public transaction (paid).
b) $20,000 and 250,000 shares on the first anniversary of the agreement (paid).
c) $25,000 and 250,000 shares on the second anniversary.
d) $30,000 and 250,000 shares on the third anniversary.

The Company shall perform $250,000 in exploration on the mining claims over a period of three years from the date of the agreement.

Upon successful completion of all these obligations the vendor shall transfer title to the claims to the Company, subject to a NSR of 2%, of which a 1% NSR may be acquired upon payment of $1,000,000.

In late 2011 and early 2012, the Company staked an additional 27 claims covering 9.31 sq km adjoining the Launay property claim blocks.

On April 30th, 2012, the Company entered into an agreement with Melkior Resources Inc. (TSX-V: MKR) ("Melkior") to acquire twenty-one (21) mineral claims, the Trojan and Launay South blocks, which are adjacent to Lakeside's Launay property claim blocks located in Privat and Launay Townships. Under the terms of the agreement, Lakeside acquired 100% interest in the mineral claims by issuing 750,000 common shares to Melkior and recognizing the continuance of third party net smelter royalties on the mineral claims.

On May 16th, 2012, the Company map staked 9 additional claims totaling 4.40 sq km. These claims are currently under application.

The Launay property claims are situated along or in the vicinity of a major northwest-trending, over 65 km long, deformation zone. Scattered historic drilling along a 20 km stretch of this deformation zone and subsidiary faults has returned several high grade gold intersections.

Historical drilling **on properties adjacent or in proximity to the property claims** has returned the following selected highlight results:

- 347 g/t Au over 1.0 m,
- 264 g/t Au over 0.8 m,
- 96 g/t Au over 0.7 m,
- 16 g/t Au over 1.2 m.

The Launay property claims straddle greater than 10 km of the main deformation zone, splays, or subsidiary faults. Selected highlights of high grade gold intercepts from historical drilling on the newly acquired Trojan block claims include the following:

Year	ID	From (m)	To (m)	Interval (m)	Au g/t
1945	Hole 2	**53.34**	**54.41**	**1.07**	**35.64**
	includes	*53.74*	*53.89*	*0.15*	***235.20***
1945	Hole 6	**53.52**	**54.86**	**1.34**	**7.66**
	includes	*53.52*	*53.61*	*0.09*	***47.66***
1945	Hole 20	**76.96**	**79.25**	**2.29**	**7.09**
	includes	*77.72*	*78.49*	*0.76*	***17.14***
1986	PL-85-9A	**22.10**	**24.69**	**2.59**	**9.99**
	includes	*23.32*	*24.69*	*1.37*	***14.90***

Highlights from historical drilling on other Launay property claim blocks include the following:

- **416.7 g/t Au** over 0.7 m
- **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

Selected 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 is currently in negotiation to acquire additional claims and 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.

Other Properties – The Company holds other properties in Quebec, namely Kipawa, Quevillon, 21M16, and New Claims. Changes to the status of these properties are as follows:

***Kipawa Property* -** The property is located 38 km east of the town of Témiscaming, Quebec, some 170 km south of city of Rouyn-Noranda. The property originally consisted of 45 contiguous claims in one irregularly shaped block covering a total of 26.48 sq km. The property is under option agreement to 100% interest.

The region surrounding and generally north of the Kipawa property has seen extensive geological mapping, geochemical and geophysical surveys. Several REE, Au and U mineral showings have been discovered including the recent discovery of the Kipawa REE-Y deposit, Zeus property, by Matamec Explorations Inc. located some 5.8 km northeast of Lakeside's Kipawa property.

Lakeside's Kipawa property claims have seen limited exploration. However, a governmental regional stream sediment geochemical sampling program revealed several samples with anomalous values in Y, Au, Ce, Eu, Sm, Th and U located on Lakeside's Kipawa property claims and immediately north of the claims.

During the months of April through to November of 2011, an airborne geophysical survey and data compilation was carried out by Lakeside on the Kipawa property claims. Sufficient work has been carried out on the claims to renew 27 of the original 45 claims.

***21M16 Property* -** As of September 2011, Management elected not to renew the 21M16 claims. The majority of these claims will expire in November 2011 and the remaining claims in April 2012.

***New Claims Property* -** On March 31, 2011, the Company terminated the Uranium 22B15 property agreement and forfeited its option to acquire the claims. The Company received from the vendor, for consideration of $1.00, forty-four (44) claims here referred to as the "New Claims" property.

The New Claims property is located south of Rouyn-Noranda, Quebec. These non-contiguous claims originally covered a total area of some 25 sq km. These claims are situated south of the prolific Larder Lake – Cadillac Fault, within rocks of the Pontiac Subprovince, and are distributed in three main blocks: Lac Evain, Kinojevis, and 391.

As of December 2011, Management elected not to renew several of these claims. On the Lac Evain block, only 12 claims remain active; on the Kinojevis block all the original 14 claims remain active; and, on the 391 block, all the claims expired in February of 2012.

Financing Activities:

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 of 24 months from the date of completion of a going public transaction, for cash consideration of $0.20. The flow-through unit was not issued at a premium to the non flow-through unit; hence, a flow-through premium share liability was not recorded.

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 of 24 months from the date of completion of a going public transaction, for cash consideration of $0.20.

On May 1 2011, the Company converted $13,000 of payables into 130,000 common shares at an ascribed price of $0.10 per common share.

On September 28, 2011, the Company completed an interim financing of 2,237,667 units for gross proceeds 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 of 24 months from the date upon which the Company completes a going public transaction, subject to acceleration in certain circumstances. The relative fair value of the flow-through premium on the units was determined to be $15,000.

In connection with the interim financing, Lakeside paid Foundation Markets Inc. a fee equal to 8% of the gross proceeds raised and compensation options equal to 8% of the number of units sold. Each compensation option will entitle the holder to purchase one non flow-through unit at a price of $0.15 per unit, exercisable for the period of 24 months from the completion of a going public transaction, subject to acceleration in certain circumstances. Details of the warrant valuation are disclosed in Note 10.

On December 20, 2011, the Company completed a financing of 7,535,500 units for gross proceeds of $1,752,400 comprised of a $1,226,500 flow-through unit financing (with each flow-through unit priced at $0.25 and comprised of one flow-through share and one-half of one warrant) and a $525,900 non flow-through unit financing (with each non flow-through unit priced at $0.20 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 $0.40 for a period of 24 months from the date upon which the Company completes a going public transaction, subject to acceleration in certain circumstances. The relative fair value of the flow-through premium on the units was determined to be $245,300.

In connection with the December 20, 2011, financing, Lakeside paid a fee equal to 8% of the gross proceeds raised and compensation warrants equal to 8% of the number of units sold. Each compensation option will entitle the holder to purchase one non flow-through unit at a price of $0.40 per unit, exercisable for the period of 24 months from the completion of a going public transaction, subject to acceleration in certain circumstances. Details of the warrant valuation are disclosed in Note 10.

Overall Performance

As at January 31, 2012, the Company had assets of $1,454,212, liabilities of $701,767 and shareholders' equity of $752,445. During the year ended January 31, 2012, the Company incurred a loss of $2,163,635 of which $640,419 related to exploration and evaluation expenditures on its optioned mineral properties.

At January 31, 2012, the Company had working capital of $1,012,745 and cash of $1,230,116.

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 optioned 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 mining claims properties and the overall financial markets. Financial markets are likely to continue to be volatile over the balance of calendar 2012, 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.

Selected Annual Information

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

	Year ended January 31, 2012	Year ended January 31, 2011
Total expenses	2,228,405	400,771
Other income	64,770	-
Net (Loss)	(2,163,635)	(400,771)
(Loss) per share	(0.136)	(0.225)
Total assets	1,454,212	311,082
Total liabilities	701,767	46,709
Shareholders' equity	752,445	264,373

Results of Operations

The Company did not carry on substantial commercial activities prior to October 1, 2010. For the three months and year ended January 31, 2012, costs are substantially higher as compared to the prior period ended January 31, 2011, as a direct result of increased corporate activity in relation to the RTO between Grasslands Entertainment Inc. and Lakeside Minerals Corp.

Three month period ended January 31, 2012

The Company incurred a net loss of $1,067,254 or $0.049 per common share for the three months ended January 31, 2012, compared with a net loss of $331,271 or $0.185 per common share during the same period in the prior year.

Management, consulting fees and salaries totaled $94,111 ($37,000 – 2011) during the three months ended January 31, 2012, and primarily consisted of services provided by FOI for strategic leadership, Cavalry for financial accounting, including CFO services and the President and CEO. Management, consulting fees and salaries for the three months ended January 31, 2011, included only amounts paid to FOI and Cavalry.

Professional fees, consisting of legal and accounting fees, totaled $199,124 during the three months ended January 31, 2012, ($20,269 – 2011) and primarily consisted of legal services in relation to the RTO that closed on December 20, 2011.

The Company incurred $68,433 ($3,034 -2011) in office and general expenses during the three months ended January 31, 2012, which primarily consisted of transfer agent fee's, insurance, travel and entertainment, rent and other miscellaneous costs.

The Company incurred share based payments for the three months ended January 31, 2012 of $28,453 ($82,698 – 2011). The estimated fair value of share based compensation during the three months ended January 31, 2012 and 2011 was determined using the Black-Scholes option pricing model with the following assumptions:

	2012	2011
Share price	$0.10	$0.08
Risk-free interest rate	2.09%	2.36%
Expected life of options	5 years	5 years
Expected volatility	135%	125%
Expected dividend yield	0%	0%

Total exploration and evaluation costs in the three months ended January 31, 2012 was $196,603 ($188,270– 2011) and relates to the Company's optioned properties in the Province of Quebec. A total of $152,000 were for payments under the various option agreements of which $69,500 was paid in cash and 550,000 common shares were issued at an estimated fair value of $0.15 per common share.

In connection with the RTO the deemed transaction costs relating to the acquired public exchange listing were as follows.

Identifiable net assets of Grasslands Entertainment Inc.:		
Cash and cash equivalents	$	29,795
Accounts receivable		98,462
Accounts payable		(95,636)
		32,621
Deemed transaction costs		545,300
Total	$	577,921
Consideration paid:		
Common shares issued to Grasslands Entertainment Inc. shareholders	$	577,921
Total	$	577,921

The deemed transaction costs relating to the acquired public exchange listing, were expensed.

A total of $770 interest was earned for the three months ended January 31, 2012 ($0 – 2011) which represents amounts earned on short-term investments and accrued interest on government receivables.

During the three months ended January 31, 2012, the Company recorded an income tax recovery of $64,000 ($0 – 2011) in relation to flow-through funds spent in the province of Quebec.

Year ended January 31, 2012 compared to 2011

The Company incurred a net loss of $2,163,635 or 0.136 per common share for the year ended January 31, 2012, compared with a net loss of $400,771 or $0.225 per common share during the year ended January 31, 2011.

Management, consulting fees and salaries totaled $379,579 during the year ended January 31, 2012, 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. Management and consulting fees totaled $44,000 for the year ended January 31, 2011, for the services provided by FOI and Cavalry.

Professional fees, consisting of legal and accounting fees, totaled $455,540 during the year ended January 31, 2012, ($20,269 – 2011) and consisted of $342,669 of legal services in relation to the RTO, $41,671 in accounting fees and $71,200 settlement for past legal costs.

The Company incurred $135,070 ($3,034 -2011) in office and general expenses during the year ended January 31, 2012, which consisted of primarily transfer agent fee's, insurance, travel and entertainment, rent and other miscellaneous costs.

The Company incurred share based payments for the year ended January 31, 2012, of $72,497 ($82,698– 2011). Share based payments are booked based on the valuation of options using the Black-Scholes model. A total of 1,050,000 (1,400,000-2011) options were granted to directors, officers and consultants of the Company for the year ended January 31, 2012. The estimated fair value of share based compensation during the year ended January 31, 2012 and 2011, was determined using the Black-Scholes option pricing model with the following assumptions:

	2012	2011
Share price	$0.10	$0.08
Risk-free interest rate	2.09%	2.36%
Expected life of options	5 years	5 years
Expected volatility	135%	125%
Expected dividend yield	0%	0%

Total exploration and evaluation costs in the year ended January 31, 2012 was $640,419 ($250,770 – 2011). A total of $284,500 were for payments under the various option agreements of which $164,500 was paid in cash and 800,000 common shares were issued at an estimated fair value of $0.15 per common share. The evaluation and exploration expenditures for the Company for the years ended January 31, 2012 and 2011 were as follows.

Property:	January 31, 2012	January 31, 2011
Dufay	$ 338,964	$ 140,770
Disson	108,692	27,500
Launay	98,932	22,500
Quevillon	22,500	7,500
Kipawa	36,103	2,500
21M16	5,477	25,000
Uranium 22B15	29,751	25,000
	$ 640,419	$ 250,770

In connection with the RTO the deemed transaction costs relating to the acquired public exchange listing were as follows.

Identifiable net assets of Grasslands Entertainment Inc.:		
Cash and cash equivalents	$	29,795
Accounts receivable		98,462
Accounts payable		(95,636)
		32,621
Deemed transaction costs		545,300
Total	$	577,921
Consideration paid:		
Common shares issued to Grasslands Entertainment Inc. shareholders	$	577,921
Total	$	577,921

A total of $770 interest was earned for the year ended January 31, 2012 ($0 – 2011) which represents amounts earned on short-term investments and accrued interest on government receivables.

During the year ended January 31, 2012, the Company recorded an income tax recovery of $64,000 ($0 – 2011) in relation to flow-through funds spent in the province of Quebec.

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

Summary of Quarterly Results

		Net (loss)	(Loss) per share
Q4	**2012**	(1,067,254)	(0.049)
Q3	**2012**	(364,206)	(0.023)
Q2	**2012**	(403,337)	(0.028)
Q1	**2012**	(328,838)	(0.029)
Q4	**2011**	(331,271)	(0.185)

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 January 31, 2012, the principal source of funding has been through the completion of private placements for gross proceeds of $2,508,050. 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, 2012, total assets increased by $1,143,130 since prior fiscal year end to $1,454,212 consisting of $1,230,116 of cash, $188,312 of HST receivable and other receivables, $35,784 of prepaid expenses.

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, which are included in management, consulting fees and salaries. In addition, the Company agreed to pay a success fee of $75,000 upon the successful completion of a going public transaction. For the year ended January 31, 2012, the Company paid FOI $159,000 (2011 - $28,000) including a success fee of $75,000 for the completion of going public transaction. In addition, Foundation Markets Inc. ("FMI") a subsidiary of FFHC received a cash commission payment of $82,444 (2011 - $ nil) and 179,013 broker warrants valued at $9,560 for the placement of the Company's common shares, which are included in share capital and reserve for warrants respectively.

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 January 31, 2012. For the twelve months ended January 31, 2012, the Company recorded $67,500 (2011 - $ nil) for management services provided by Cavalry. In addition, Cavalry provided $27,000 (2011 - $ nil) in additional consulting services in connection with the RTO and transition to IFRS.

During the year ended January 31, 2012, Fogler Rubinoff LLP ("Fogler") a law firm in which Adam Szweras an officer of the Company is also a partner, provided $272,048 (2011 - $10,705) of legal services, which are included in professional fees. 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 Grasslands, 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 January 31, 2012, accounts payable and accrued liabilities include $227,542 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 $173,893 of consulting services during the period, which was expensed in exploration and evaluation expenditures.

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 year ended January 31, 2012, which are included in management, consulting fees and salaries. 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.

During the year ended January 31, 2012, $220,168 ($nil – 2011) was paid to the Chief Executive and Chief Financial Officer. Included in this amount is $181,141 of salary and $39,027 in stock based compensation.

All transactions with related parties were in the normal course of operations.

Disclosure of outstanding share date May 28, 2012

	Authorized	Outstanding
Voting or Equity securities issued and outstanding	Unlimited Common Shares	31,005,500 common shares
Securities convertible or exercisable into voting or equity		a) Options to acquire up to 2,450,000 common shares b) 10,391,777 warrants exercisable to acquire common shares of the Company c) 918,899 broker warrants

Off-Balance Sheet Arrangements

As of January 31, 2012, the Company has no off balance sheet arrangements.

Critical Accounting Estimates

Adoption of new and revised standards and interpretations

The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company's financial year beginning on or after January 1, 2011. For the purpose of preparing and presenting the Financial Information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

At the date of authorization of these Financial Statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods.

- IFRS 9 'Financial Instruments: Classification and Measurement' – effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning February 1, 2013, and has not yet considered the impact of the adoption of IFRS 9.

- IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

- IFRS 11 'Joint Arrangements' **-** effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

- IFRS 12 'Disclosure of Interests in Other Entities' **-** effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

- IFRS 13 'Fair Value Measurement' **-** effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

The Company has not early adopted these standards, amendments and interpretations, however the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

Significant accounting policies

a) Mineral properties

Acquisition and exploration costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment ("PPE").

b) **Share based payments**

Share based payment transactions

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

Equity settled transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vested irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

c) Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at

each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

d) Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share. When there is a loss, no potential shares are included in the computation as they are anti-dilutive.

e) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with realized gains and losses recognized through earnings. The Company's cash and cash equivalents are classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost. The Company's other receivables are classified as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. At January 31, 2012 the Company has not classified any financial assets as available for sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

f) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income. At January 31, 2012 the Company has not classified any financial liabilities as FVTPL.

g) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

h) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions are measured at the exchange amount.

i) Flow-through shares

The Company has financed a portion of its exploration activities through the issuance of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investors. Proceeds received on the issuance of such shares have been credited to share capital less the premium paid for the sale of tax deductions. To the extent that the Company issues common shares to subscribers on a flow-through basis at a premium to the market value of non flow-through common shares, any such premium is recorded as a liability on the Company's statement of financial position at the time of subscription. This liability is reduced, on a pro-rata basis, as the Company fulfills its expenditure renunciation obligation, when renunciation occurs, associated with such flow-through share issuances, with the premium recognized as income. The Company takes the initial recognition exemption on deferred taxes as it relates to flow-through shares.

j) Share issuance costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

Fair value

The carrying amount of cash and cash equivalents, other receivables, and accounts payables and accrued liabilities approximate fair value due to the relative short maturity of these financial instruments. As at January 31, 2012, all financial instruments measured at fair value are considered level 1, consisting of cash and cash equivalents.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and other receivables. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with a reputable Canadian chartered bank which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash and cash equivalents and other receivables is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at January 31, 2012, the Company had a cash and cash equivalents balance of $1,230,116 (January 31, 2011 - $295,645) and current liabilities of $441,467 (January 31, 2011 - $46,709).

Commodity Price Risk

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of these metals may be produced in the future, a profitable market will exist for them. As of January 31, 2012, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the most recent year end there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the year covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Cautionary Note Regarding Forward Looking Statements

This Management’s Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Lakeside to fund the capital and operating expenses necessary to achieve the business objectives of Lakeside, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Management's Responsibility for Financial Information

Management is responsible for all information contained in this report. The unaudited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the unaudited consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

External auditors, appointed by the shareholders, have examined the audited consolidated financial statements for the years ended January 31, 2012 and 2011.

The Audit Committee has reviewed the audited consolidated financial statements with management. The Board of Directors has approved the audited consolidated financial statements on the recommendation of the Audit Committee.

May 28, 2012

Mario Justino
Chief Executive Officer