

**LAKESIDE MINERALS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**for the**

**Annual and Special Shareholders Meeting**

**to be held on**

**Wednesday, October 30, 2013**

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# LAKESIDE MINERALS INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual and special meeting (the "**Meeting**") of shareholders of **Lakeside Minerals Inc.** (the "**Company**") will be held at the offices of Foundation Markets Inc., Suite 2905, 77 King Street West, Toronto, Ontario, on Wednesday, October 30, 2013 at 10:00 a.m., local time, for the following purposes:

1. to receive the audited financial statements for the fiscal year ended January 31, 2013, reports of the auditor and related management discussion and analysis;
2. to set the number of directors to be elected to the board of directors at the meeting at five;
3. to elect directors of the Company for the ensuing year;
4. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider and, if deemed appropriate, to adopt a special resolution (the text of which is set forth in the Management Information Circular) with or without variations, approving the proposed consolidation (the "**Consolidation**") of the common shares of the Company, as described more fully in the accompanying Management Information Circular (the "**Information Circular**");
6. to consider, and if deemed advisable, to confirm and ratify the 10% rolling stock option plan of the Company, as more particularly described in the Information Circular;
7. to consider, and if thought advisable, ratify and approve issuance of 1,686,107 post consolidation common shares of the Corporation in satisfaction of indebtedness, as described in the Information Circular;
8. to consider, and if deemed advisable, pass a special resolution regarding the number of directors;
9. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) Information Circular; (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements; and (3) a letter of transmittal.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Information Circular.**

**Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Management Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Toronto, Ontario, September 30<sup>th</sup>, 2013

**BY ORDER OF THE BOARD**

Mario Justino  
Chief Executive Officer

# LAKESIDE MINERALS INC.

## MANAGEMENT INFORMATION CIRCULAR

as at September 30, 2013

**This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Lakeside Minerals Inc. (the "Company") for use at the annual and special meeting (the "Meeting") of its shareholders (the "Shareholders") to be held on Wednesday, October 30, 2013 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to "the Company", "we" and "our" refer to Lakeside Minerals Inc. "Common Shares" means common shares without par value in the capital of the Company. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

#### Appointment of Proxy holders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, see below under the heading "Registered Shareholders".

#### Voting by Proxy holder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.**

## Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Olympia Transfer Services Inc., ("**Olympia**") by fax at 1-416-364-1827, or by mail or hand delivery to 120 Adelaide Street West, Suite 920, Toronto, Ontario, M5H 1T1, not less than forty-eight (48) hours, excluding Saturdays, Sundays or statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof.

## Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

### *If you are a Beneficial Shareholder:*

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge mails a voting instruction form in lieu of a Proxy provided by the Company. The voting instruction form will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

## Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to **Olympia Transfer Services Inc., 120 Adelaide Street West, Suite 920, Toronto, Ontario, M5H 1T1, fax 1-416-364-1827** at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

## RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting at the close of business on **September 16, 2013** (the "**Record Date**"). Shareholders of the Company of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such Shareholder transfers any shares after the Record Date and the transferee of those shares establishes that the transferee owns the shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

A quorum will be present at the Meeting if there are present two persons, each of whom is either a Shareholder entitled to attend and vote at the Meeting or the proxyholder of a Shareholder appointed by means of a valid Proxy, holding or representing by Proxy, collectively, not less than five percent (5%) of the issued and outstanding Common Shares.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The voting securities of the Company consist of Common Shares. The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date of this Information Circular, 40,798,282 Common Shares were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "LAK".

As at the Record Date, to the knowledge of the Company, and based on the Company's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), no person owns, directly or indirectly, or exercises control or direction over, shares carrying more than ten percent (10%) of the voting rights attached to all outstanding shares of the Company.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions setting the board at five (5) directors and re-appointing the auditors. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation. A majority of not less than two-thirds (2/3) of the shares eligible to be cast is required

to pass the resolution approving the share consolidation. In order to be effective, the Stock Option Plan Resolution requires the approval of not less than 50% of the votes cast by the disinterested Shareholders represented at the Meeting in person or by proxy.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents filed with the securities commissions or similar regulatory authority of British Columbia and Alberta are specifically incorporated by reference into, and form an integral part of, this Information Circular: January 31, 2013 year end financial statements, report of the auditor and related management discussion and analysis. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company. These documents are also available through the internet on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com).

## **STATEMENT OF CORPORATE GOVERNANCE**

### **Corporate Governance**

Corporate governance relates to the activities of the Board of Directors (the "**Board**"), the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

#### Board of Directors

The Board is currently composed of six (6) directors, Messrs. Yannis Banks, Richard Cleath, Jean Pierre Chauvin, Jeremy Goldman, Jean Francois Pelland, and Andres Tinajero. It is proposed that four (4) of the six (6) directors will be put up for re-election, being Messrs. Yannis Banks, Richard Cleath, Jeremy Goldman and Andres Tinajero. Mr. Peter Bilodeau will also be put up for nomination at the Meeting.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the current directors and proposed nominees, Yannis Banks and Jeremy Goldman, are directors of Foundation Opportunities Inc. which receives fees for services provided to the Corporation and accordingly they are not considered to be "independent". In assessing NI 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. The remaining directors and proposed nominees are considered to be independent directors since they are all independent of management and free from any material relationship with the Company. The basis for this determination is that, since the beginning of the fiscal year ended January 31, 2013, none of the current independent directors have worked for the Company, received remuneration from the Company (other than in their capacity as directors) or had material contracts with or material interests in the Company which could interfere with their ability to act with a view to the best interests of the Company.



The Board believes that it functions independently of management. To enhance its ability to act independently of management, the members of the Board may meet in the absence of members of management and the non-independent directors. In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation. In addition, the members of the Board that are not members of management of the Company are encouraged by the management members of the Board to communicate and obtain advice from such advisors and legal counsel as they may deem necessary in order to reach a conclusion with respect to issues brought before the Board.

#### Other Reporting Issuer Directorships

Certain of the directors of the Corporation are also directors of other reporting issuers (or the equivalent). The following table sets forth such directors who currently hold directorships in other reporting issuers:

Name	Name of Reporting Issuer
Yannis Banks	Quia Resources Inc. (TSX-V)
Richard Cleath	None
Jean Pierre Chauvin	Macusani Yellowcake Inc. (TSX-V) PC Gold Inc.(TSX) Guyana Goldfields Inc. (TSX)
Jeremy Goldman	None
Jean Francois Pelland	C Level III Inc. (TSX-V) Parta Dialogue (TSX-V)
Andres Tinajero	Sonoma Capital Corp. (not listed)

#### Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors of the Company. However, any new directors will be given the opportunity to (a) familiarize themselves with the Company, the current directors and members of management; (b) review copies of recently filed public documents of the Company and the Company's internal financial information; (c) have access to technology experts and consultants; and (d) review a summary of significant corporate and securities legislation. Directors are also given the opportunity for continuing education. Board meetings may also include presentations by the Company's management and consultants to give the directors additional insight into the Company's business.

Each new director is given an outline of the nature of the Company's business, its corporate strategy and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management of the directors.

#### Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual

directors' participation in decisions of the board in which the director has an interest as well as adherence to the standards contained in this the Company's Code of Business Conduct and Ethics have been sufficient to ensure that the board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the audit committee of the Company at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

#### Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. Accordingly, the Board considers five (5) directors, in light of the Company's state of development, to be appropriate.

The Corporation has established a Corporate Governance and Nominating Committee which is presently comprised of three (3) directors: Jean Francois Pelland, Andres Tinajero and Jeremy Goldman, two of whom are independent of management within the meaning of NI 58-101. Jean Francois Pelland serves as committee chair. After the Meeting the new constituted board will elect new committee members as appropriate to replace outgoing committee members. The Corporate Governance and Nominating Committee meets at least twice annually and is responsible for: (a) reviewing the Board's Corporate Governance guidelines and all Committee's Charters to ensure that they are consistent with sound governance principles, and recommending any proposed changes to the Board for approval; (b) developing, and periodically updating, a Code of Business Ethics (the "Code") for approval by the Board, and ensuring that management has established a system to disseminate and monitor compliance of the Code and is enforcing its application; (c) in consultation with the Audit Committee, monitoring and reviewing the Corporation's policies and procedures relating to compliance with laws and regulations and its Code; (d) considering what competencies and skills the Board, as a whole, should possess and seeking individuals qualified to become board members, including evaluating persons suggested by share owners or others; (e) recommending to the Board the director nominees for the next annual meeting of shareholders; (f) evaluating and recommending to the Board when new members should be added to the Board, including factors of structure, size and composition of the Board and its committees; (g) reviewing the composition of each Board committee and presenting recommendations for committee memberships and committee chairmanships to the Board as needed; (h) developing and overseeing the annual performance assessment process for the Board and each Committee of the Board; and (i) reporting regularly to the Board on the Corporate Governance and Nominating Committee's activities and actions, as appropriate.

#### Compensation

The Corporation has established a Compensation Committee which is presently composed of two (2) directors: Messrs. Richard Cleath and Jean-Pierre Chauvin, both of whom are independent of management within the meaning of NI 58-101. Jean-Pierre Chauvin serves as committee chair. After the Meeting, newly constituted board will elect new committee members as appropriate to replace outgoing committee members. The Compensation Committee meets at least twice annually and is responsible for making recommendations to the Board regarding: (a) Chief Executive Officer compensation; (b) compensation of other executives; (c) incentive compensation plans; and (d) employment agreements, severance agreements, retirement agreements, change in control agreements and provisions, and any special or supplemental benefits for each officer of the Corporation. The Board then determines whether to adopt such recommendations as submitted or otherwise.

#### Other Board Committees

In addition to the Corporate Governance and Nominating and Compensation Committees, the Board also has an Audit Committee, the details of which are provided below.

#### Assessments

The Company's Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

### **Audit Committee Disclosure**

Pursuant to applicable laws, the policies of the TSXV and NI 52-110, the Company is required to have an audit committee comprised of not less than three (3) directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

The Audit Committee is responsible for the Company's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among Shareholders and reports upon these to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Company. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management and the external auditors and monitors independence of those auditors.

#### Audit Committee's Charter

The Board is responsible for reviewing and approving the unaudited interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Audit Committee of the Company assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim financial statements together with other financial information of the Company for issuance to the Shareholders.

The Audit Committee has the general responsibility to review and make recommendations to the Board on the approval of the Company's annual and interim financial statements, the management discussion and analysis and the other financial information or disclosure of the Company. More particularly, it has the mandate to:

- (i) Oversee all the aspects pertaining to the process of reporting and divulging financial information, the internal controls and the insurance coverage of the Company;
- (ii) Oversee the implementation of the Company's rules and policies pertaining to financial information and internal controls and management of financial risks and to insure that the certifications process of annual and interim financial statements is conformed with the applicable regulations; and
- (iii) Evaluate and supervise the risk control program and review all related party transactions.

The Audit Committee makes sure that the external auditors are independent from management. The Audit Committee reviews the work of outside auditors, evaluates their performance, evaluates their remuneration and makes recommendations to the Board. The Audit Committee also authorizes non-related audit work. A copy of the Charter of the Audit Committee is annexed hereto as Schedule "A".

#### Composition of the Audit Committee

The following are the members of the Audit Committee <sup>(3)</sup>:

<b>Name</b>	<b>Independent / Not Independent <sup>(1)</sup></b>	<b>Financial literacy <sup>(1)</sup></b>
Andres Tinajero <sup>(2)</sup>	Independent	Financially literate
Jean Pierre Chauvin	Independent	Financially literate
Jean Francois Pelland	Independent	Financially literate

**Notes:**

- (1) Terms have their respective meanings ascribed in NI 52-110.
- (2) Mr. Tinajero is the Chairman of the Audit Committee.

- (3) The new constituted board will elect new committee members as appropriate to replace outgoing committee members.

#### Relevant Education and Experience

**Andres Tinajero, Director** - Mr. Tinajero has over 15 years of business experience, having supported a broad range of industries, including mining, technology, not for profit and manufacturing. He holds degrees in Business Administration and an MBA, is a member of the Canadian Institute of Certified Management Accountants, and also is a Certified member of the Institute of Corporate Directors.

**Jean-Pierre Chauvin, Director** - Mr. Chauvin is an engineer holding a B.Sc. in Mining Engineering from Queen's University with over 30 years of experience in the mining and construction industries. From July 2006 to January 2009, Mr. Chauvin has served as Chief Operating Officer of Globestar Mining Corp. and was promoted to President in October 2006. Since 2001, Mr. Chauvin has also acted as President and Senior Consultant of Chauvin Engineering Ltd., based in Oakville, Ontario. This company consults in the mining industry focusing on operational reviews and feasibility studies. He is a director of Guyana Goldfields Inc. and on their Technical Committee and he is a director of Macusani Yellowcake Inc. He is also currently a director of PC Gold Inc., where he serves as Chairman of the company's Technical Committee.

**Jean-François Pelland, Director** - Mr. Pelland has been a member of the Québec Bar since 1994, he has a domestic and international business law practice with an emphasis in the fields of institutional, public and private financing, mergers and acquisitions, structuring and tax planning for private and public corporations and institutions. Jean-François is a partner with McMillan LLP, he is also a director of Parta Dialogue Inc. (TSX-V: PAD) and of C Level III International Holding Inc. (TSX-V: CIII.P).

#### Audit Committee Oversight

At no time since the commencement of the fiscal year ended January 31, 2013 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

#### Reliance on Certain Exemptions

The Company is relying on the exemption in Section 6.1 of NI 52-110 (*Venture Issuers*). At no time since the commencement of the fiscal year ended January 31, 2013 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

#### Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

#### External Audit Service Fees

Aggregate fees from the Auditor for the fiscal year ended January 31, 2013 and January 31, 2012 were as follows:

	Fiscal Year Ended January 31, 2013	Fiscal Year Ended January 31, 2012
Audit Fees	\$20,000	\$41,670
Audit-related Fees <sup>(1)</sup>	Nil	Nil
Tax Fees <sup>(2)</sup>	\$5,150	Nil
All Other Fees <sup>(3)</sup>	\$7,977	\$8,151
<b>Total</b>	<b>\$33,127</b>	<b>\$49,821</b>

#### Notes:

- (1) Fees charged for assurance and related services reasonably related to the audit, and not included under "Audit Fees".

- (2) Fees charged for tax compliance, tax advice and tax planning services.  
(3) Fees for services other than disclosed in any other row, including fees related to the review of Company's Management Discussion & Analysis.

## EXECUTIVE COMPENSATION

### Summary Compensation Table for Named Executive Officers

The following table provides a summary of total compensation earned during each of the twelve month periods ended January 31, 2011, January 31, 2012 and January 31, 2013, by the Company's Chief Executive Officer and Chief Financial Officer, each of the three other most highly compensated executive officers of the Company who were serving as such as at January 31, 2013 and whose total compensation was, individually, more than CDN \$150,000 (the "**Other Executive Officers**") and each other individual who would have been an Other Executive Officer but for the fact that such individual was neither serving as an executive officer, nor acting in a similar capacity, as at January 31, 2013 (hereinafter, collectively, referred to as the "**Named Executive Officers**") for services rendered in all capacities during such period. The Company does not have any pension plan or incentive plans (whether equity or non-equity based) other than its Stock Option Plan.

SUMMARY COMPENSATION TABLE							
Name and Principal Position of Named Executive Officer	12 month period ended	Salary (CDN\$) <sup>(1),(2)</sup>	Option-based Awards (CDN\$) <sup>(3)</sup>	Non-Equity		All Other Compensation (CDN\$)	Total Compensation (CDN\$)
				Incentive Plan Compensation			
				Annual Incentive Plans (CDN\$) <sup>(4)</sup>	Long-term Incentive Plans (CDN\$)		
Mario Justino Chief Executive Officer <sup>(5)</sup>	Jan 31, 2013	\$140,841	Nil	Nil	Nil	Nil	\$140,841
	Jan 31, 2012	\$113,641	\$18,000	Nil	Nil	Nil	\$163,641
	Jan 31, 2011	Nil	Nil	Nil	Nil	Nil	Nil
Gary Hokkanen Former Chief Financial Officer <sup>(6),(2)</sup>	Jan 31, 2013	Nil	Nil	Nil	Nil	Nil	Nil
	Jan 31, 2012	10,000	Nil	Nil	Nil	Nil	\$
	Jan 31, 2011	Nil	Nil	Nil	Nil	Nil	Nil
Chris Hazelton Former Chief Financial Officer <sup>(7),(2)</sup>	Jan 31, 2013	\$28,000	Nil	Nil	Nil	Nil	\$28,000
	Jan 31, 2012	\$24,500	\$12,000 <sup>(2)</sup>	Nil	Nil	Nil	\$44,500
	Jan 31, 2011	Nil	Nil	Nil	Nil	Nil	Nil
Marco Guidi Chief Financial Officer <sup>(8),(2)</sup>	Jan 31, 2013	\$5,000	\$3,000 <sup>(2)</sup>	Nil	Nil	Nil	\$12,000

**Notes:**

- (1) This column discloses the actual salary earned during the fiscal year indicated.  
(2) Mr. Hokkanen, Mr. Hazelton and Mr. Guidi were paid through Cavalry Corporate Solutions as Consultants. All options were issued to Cavalry Corporate Solutions as well.  
(3) The fair value of each option granted is estimated at the time of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows: a 5 year expected term, 100% volatility, risk-free interest rate of 2.09% per annum, a dividend rate of 0% and weighted average grant-date fair value of stock options of \$0.05 for Messrs. Justino and Hazelton and a 5 year expected term, 100% volatility, risk-free interest rate of 1.28% per annum, a dividend rate of 0% and weighted average grant-date fair value of stock options of \$0.015 for Mr. Guidi.  
(4) Includes bonuses, if any, earned for the fiscal year whether or not paid in the fiscal year.  
(5) Mr. Justino was appointed Chief Executive Officer on December 2011 upon completion of the Qualifying Transaction.  
(6) Mr. Hokkanen was appointed Chief Financial Officer on December 2011 upon completion of the Qualifying Transaction and resigned June 2012.  
(7) Mr. Hazelton was appointed Chief Financial Officer on June 2012 and resigned August 2012.  
(8) Mr. Guidi was appointed Chief Financial officer September 2012.

### Outstanding Option-Based Awards for Named Executive Officers

The table below reflects all option-based awards for each Named Executive Officer outstanding as at January 31, 2013 (including option-based awards granted to a Named Executive Officer before such fiscal year). The Company does not have any other equity incentive plans other than its Stock Option Plan.

NEO OPTION-BASED AWARDS OUTSTANDING AS AT END OF FISCAL YEAR					
Name of Named Executive Officer	Fiscal Year ended	Number of Securities Underlying Unexercised Options <sup>(1)</sup>	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$) <sup>(1)</sup>
Mario Justino Chief Executive Officer	Jan 31, 2013	500,000	\$0.20	March 23, 2016	Nil
Marco Guidi <sup>(2)</sup> Chief Financial Officer	Jan 31, 2013	200,000	\$0.20	September 27, 2017	Nil

**Notes:**

- (1) This column contains the aggregate value of in-the-money unexercised options as at January 31, 2013, calculated based on the difference between the market price of the Common Shares underlying the options as at the close of day on January 31, 2013, being \$0.035, and the exercise price of the options. The foregoing options were not in-the-money at that time.
- (2) Options were issued to Cavalry Corporate Solutions

### Incentive Award Plans

The following table provides information concerning the incentive award plans of the Company with respect to each Named Executive Officer during the fiscal year ended January 31, 2013. The only incentive award plan of the Company during such fiscal years was its Stock Option Plan.

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING FISCAL YEAR		
Name of Named Executive Officer	Option-Based Awards – Value Vested During Year Ended January 31, 2013 (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During Year Ended January 31, 2013 (CDN\$)
Mario Justino	Nil <sup>(1)</sup>	Nil
Marco Guidi <sup>(2)</sup>	Nil <sup>(2)</sup>	Nil

**Notes:**

- (1) Mr. Justino was not granted any stock options in the fiscal year ended January 31, 2013.
- (2) 200,000 stock options were issued to Cavalry Corporate Solutions in the fiscal year ended January 31, 2013.

### Compensation Discussion and Analysis

#### Introduction

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Corporation's executive compensation arrangements, the Corporation's executive compensation philosophy and the application of this philosophy to the Corporation's executive compensation arrangements. It also provides an analysis of the compensation design, and the decisions that the Board made in fiscal 2012 with respect to the Named Executive Officers. When determining the compensation arrangements for the Named Executive Officers, the Compensation Committee considers the objectives of: (i) retaining an executive critical to the success of the Corporation and the enhancement of shareholder values; (ii) providing fair and competitive compensation; (iii)

balancing the interests of management and Shareholders of the Corporation; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. See the "Statement of Corporate Governance" above for more discussion on the Compensation Committee.

### ***Benchmarking***

The Compensation Committee considers a variety of factors when designing and establishing, reviewing and making recommendations for executive compensation arrangements for all executive officers of the Corporation. The Corporation typically does not position executive pay to reflect a single percentile within the junior mining industry for each executive. Rather, in determining the compensation level for each executive, the Compensation Committee looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement, the compensation paid by the other companies in the junior mining and oil and gas industry, and pay equity considerations.

### ***Elements of Compensation***

The compensation paid to the Named Executive Officers in any year consists of two (2) primary components:

- (a) base salary; and
- (b) long-term incentives in the form of stock options granted under the Stock Option Plan.

The Corporation believes that making a significant portion of the Named Executive Officer's compensation based on a base salary and long-term incentives supports the Corporation's executive compensation philosophy, as these forms of compensation allow those most accountable for the Corporation's long-term success to acquire and hold the Corporation's shares. The key features of these two primary components of compensation are discussed below:

#### 1. Base Salary

Base salary recognizes the value of an individual to the Corporation based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Corporation competes for talent. Base salaries for the Named Executive Officers are reviewed annually. Any change in base salary of a Named Executive Officer is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Corporation (in particular, companies in the junior mining industry) and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

#### 2. Stock Option Awards

The Corporation provides long-term incentives to the Named Executive Officers in the form of stock options as part of its overall executive compensation strategy. (For a description of the material terms of the Stock Option Plan, see "Ratification and Approval of the Stock Option Plan" above). The Compensation Committee believes that stock option grants serve the Corporation's executive compensation philosophy in several ways: firstly, it helps attract, retain, and motivate talent; secondly, it aligns the interests of the Named Executive Officers with those of the Shareholders by linking a specific portion of the officer's total pay opportunity to share price; and finally, it provides long-term accountability for Named Executive Officers.

### ***Risk***

The Compensation Committee has considered the implications of the risks associated with the Company's compensation policies and practices

- (a) Describe the process by which the board determines the compensation for the issuer's Directors and officers.

The Compensation Committee conducts a yearly review of Directors' compensation having regard to various reports on current trends in Directors' compensation and compensation data for Directors of reporting issuers of comparative size to the Corporation. Director compensation is currently limited to the grant of stock options pursuant to the Plan. Management of the Corporation reviews the compensation of officers of the Corporation for the prior year and in comparison to industry standards via information disclosed publicly and obtained through copies of surveys. Management makes recommendations on compensation to the Compensation Committee. The Compensation Committee reviews and makes suggestions with respect to compensation proposals, and then makes a recommendation to the Board of Directors.

- (b) Disclose whether or not the board has a Compensation Committee composed entirely of independent Directors. If the board does not have a Compensation Committee composed entirely of independent Directors, describe what steps the board takes to ensure an objective process for determining such compensation.

The Compensation Committee is comprised of two Directors, Messrs. Cleath and Chauvin, both of whom are independent.

- (c) If the board has a compensation committee, describe the responsibilities, powers and operation of the Compensation Committee.

The Compensation Committee's responsibility is to formulate and make recommendations to the Directors of the Corporation in respect of compensation issues relating to Directors and officers of the Corporation. Without limiting the generality of the foregoing, the Compensation Committee has the following duties:

(i) to review the compensation philosophy and remuneration policy for officers of the Corporation and to recommend to the Directors of the Corporation changes to improve the Corporation's ability to recruit, retain and motivate officers;

(ii) to review and recommend to the Directors of the Corporation the retainer and fees to be paid to Directors of the Corporation;

(iii) to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Directors of the Corporation with respect to) the CEO's compensation level based on such evaluation;

(iv) to recommend to the Directors of the Corporation with respect to non-CEO officer and Director compensation including to review management's recommendations for proposed stock option, share purchase plans and other incentive-compensation plans and equity-based plans for non-CEO officer and Director compensation and make recommendations in respect thereof to the Directors of the Corporation;

(v) to administer the stock option plan approved by the Directors of the Corporation in accordance with its terms including the recommendation to the Directors of the Corporation of the grant of stock options in accordance with the terms thereof; and

(vi) to determine and recommend for the approval of the Directors of the Corporation bonuses to be paid to officers and employees of the Corporation and to establish targets or criteria for the payment of such bonuses, if appropriate. The Compensation Committee is currently comprised of two members, however a greater number can be appointed by the Board from time to time, and a majority of the members of the Committee are required to be independent, as such term is defined for this purpose under applicable securities requirements. Pursuant to the mandate and terms of reference of the Compensation Committee, Meetings of the Committee are to take place at least once per year and at such other times as the Chair of the Compensation Committee may determine.



- (d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's Directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

A compensation consultant has not, at any time since the Corporation became a reporting issuer, been retained to assist in determining compensation for any of the Corporation's Directors and officers; however, with respect to compensation matters, the Compensation Committee has gathered publicly available compensation information, and conducts ongoing discussions with other members of management in industry with respect to compensation.

### Termination and Change of Control Benefits and Management Contracts

As at January 31, 2013, there were no contracts, agreements or plans of arrangement that provide for payment to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of Lakeside or a change in a Named Executive Officer's responsibilities Compensation of Directors except for Mr. Justino as note in the Management Contract section below.

#### *Individual Director Compensation*

The following table provides a summary of all amounts of compensation provided to the directors of the Company during the fiscal years ended January 31, 2013. Except as otherwise disclosed below, the Company did not pay any fees or compensation to directors for serving on the Board (or any subcommittee) beyond reimbursing such directors for travel and related expenses and the granting of stock options under the Stock Option Plan.

DIRECTOR COMPENSATION TABLE FOR FISCAL YEAR ENDED JANUARY 31, 2013					
Name	Fee Earned (CDN\$)	Option-Based Awards (CDN\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (CDN\$)	All Other Compensation (CDN\$)	Total (CDN\$)
Yannis Banks	Nil	Nil	Nil	Nil	Nil
Scott Jobin Bevans <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil
Jean Pierre Chauvin	Nil	Nil	Nil	Nil	Nil
Richard Cleath	Nil	Nil	Nil	Nil	Nil
Jeremy Goldman	Nil	Nil	Nil	Nil	Nil
Jean Francois Pelland	Nil	Nil	Nil	Nil	Nil
Andres Tinajero	Nil	Nil	Nil	Nil	Nil

#### **Notes:**

- (1) Option-based awards are valued at the share price on the date of the option grant.  
(2) Mr. Scott Jobin-Bevans resigned March, 2013.

#### *Director Outstanding Option-Based Awards*

The table below reflects all option-based awards for each director of the Company outstanding as at January 31, 2013 (including option-based awards granted to a director before each such fiscal year). The Company does not have any equity incentive plan other than the Stock Option Plan.

<b>DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT JANUARY 31, 2013</b>				
<b>Name of Director</b>	<b>Number of Securities Underlying Unexercised Options</b>	<b>Option Exercise Price (CDN\$/Security)</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-the-Money Options (CDN\$)</b>
Yannis Banks	200,000	\$0.20	December 16, 2015	Nil
Scott Jobin Bevans <sup>(1)</sup>	200,000	\$0.20	December 16, 2015	Nil
Jean Pierre Chauvin	200,000	\$0.20	December 16, 2015	Nil
Richard Cleath	200,000	\$0.20	February 3 2015	Nil
Jeremy Goldman	200,000	\$0.20	December 16, 2016	Nil
Jean Francois Pelland	200,000	\$0.20	December 16, 2015	Nil
Andres Tinajero	200,000	\$0.20	December 16, 2015	Nil

**Notes:**

(1) Mr. Scott Jobin-Bevans resigned March, 2013 and the options have since expired.

*Director Incentive Award Plans*

The following table provides information concerning the incentive award plans of the Company with respect to each director during the fiscal years ended January 31, 2013. The only incentive award plan of the Company during such fiscal years was its Stock Option Plan.

<b>INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED JANUARY 31, 2013</b>		
<b>Name of Director</b>	<b>Option-Based Awards – Value Vested During Fiscal Year Ended January 31, 2013 (CDN\$)</b>	<b>Non-Equity Incentive Plan Compensation – Value Vested During Fiscal Year Ended January 31, 2013 (CDN\$)</b>
Yannis Banks	Nil	Nil
Scott Jobin Bevans <sup>(1)</sup>	Nil	Nil
Jean Pierre Chauvin	Nil	Nil
Richard Cleath	Nil	Nil
Jeremy Goldman	Nil	Nil
Jean Francois Pelland	Nil	Nil
Andres Tinajero	Nil	Nil

**Notes:**

(1) Mr. Scott Jobin-Bevans resigned March, 2013.

**MANAGEMENT CONTRACTS**

Mario Justino – Chief Executive Officer

The Company has entered into a consulting agreement (the "Consulting Agreement") with Mr. Justino, dated April 29, 2013, (replacing the employment agreement dated March 23, 2011, as amended June 22, 2011) pursuant to which Mr. Justino serves as the Chief Executive Officer of the Company. The Consulting Agreement provides that Mr. Justino will devote 25% of his time to the affairs of the company in exchange for a consulting fee of \$3,000 per

month plus applicable taxes and reimbursement of expenses. In addition to the consulting fee noted herein, the Consulting Agreement provides for the following additional compensation to Mr. Justino:

- (a) A contingent signing bonus of up to \$40,000 (the "Signing Bonus"). The Company will pay to Mr. Justino 15% of any gross proceeds from each hard cash (non-flow through) financing by the Company until the full amount is paid. If the Company fails to raise sufficient non-flow through amounts to pay the entire Signing Bonus prior to the fifth anniversary of the execution of the Consulting Agreement, Mr. Justino shall have the option to convert the balance of the Signing Bonus into common shares of the Company (the "Conversion Option") at a price which is the greater of \$0.05 or the then prevailing market price of the Company's common shares. If the Consultant elects not to exercise the Conversion Option, the remaining unpaid Signing Bonus shall be considered released and no longer payable.
- (b) Two bonuses of \$25,000 each, with one bonus payment payable upon any of the following occurring and the second payment payable upon the second occurrence of any of the following:
  - (i) Receipt by the company of property option or joint venture payments totaling \$200,000 or more.
  - (ii) Closing of financings for an aggregate or cumulative total of \$500,000 or more of non-flow through funds (ie. hard cash dollars) per 12 month period.
- (c) The issuance of stock options (the "Performance Options") to purchase common shares in the capital of the Company exercisable at a price of \$0.10, which will promptly vest upon the terms and conditions as follows:
  - (i) issuance of Performance Options to purchase one (1) million Common Shares upon the delineation of at least 500,000 troy ounces of gold ("Metal Equivalent" for other precious metals or base metals) of combined Mineral Resources and Mineral Reserves (CIM Definitions Standards) as determined in a NI 43-101 compliant report including but not limited to a Technical Report, a Resource Calculation Report, a Preliminary Economic Assessment Report, or a Pre-Feasibility Study on claims held by the Company, claims under option agreement to the Company, or claims in which the Company has retained a carried interest, such as but not limited to a retained percentage, a Net Smelter Return, or a Gross Metal Return. Within 90 days of vesting, the Company shall pay to Mr. Justino a bonus of \$100,000 that will be applied to the exercise of Performance Options.

#### **Securities Authorized For Issuance Under Equity Compensation Plans**

The following table sets out equity compensation plan information as at the end of the fiscal year ended January 31, 2013.

<b>Plan Category</b>	<b>Fiscal Year Ended</b>	<b>Number of securities to be issued upon exercise of outstanding options</b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options</b> <b>(b)</b>	<b>Number of securities remaining available under equity compensation plan (excluding securities reflected in column (a))</b> <b>(c)</b>
Stock Option Plan	January 31, 2013	2,650,000	0.23	747,550

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Since the beginning of the fiscal year ended January 31, 2013 and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Company or any of its subsidiaries has been indebted to the Company.

#### **DIRECTORS' AND OFFICERS' INSURANCE**

The Company carries directors' or officers' liability insurance in the amount of \$3 million for the directors and officers of the Company.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Information Circular (including in the financial statements of the Company for the fiscal year ended January 31, 2013), management of the Company is not aware of any material interest, direct or indirect, of any informed person of the Company, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Company's fiscal year ended January 31, 2013, or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than the election of directors, the approval of the stock option plan and the proposed Debt Conversion, no person who has been a director or executive officer of the Company at any time since the beginning of the last completed fiscal year or any associate of any such director or executive officer has any material interest, director or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Financial Statements

The Shareholders will receive and consider the audited financial statements of the Company for the fiscal years ended January 31, 2012 and January 31, 2013 together with the auditor's report thereon.

### Number of Directors

The Board presently consists of six (6) directors. The Board has determined that the number of directors required to administer the Company until the next meeting of Shareholders held for the purpose of electing directors or until their successors are elected or appointed will be set at five (5). Therefore, the Board proposes that five directors be elected at the Meeting, and Shareholders will be asked to approve an ordinary resolution that the number of directors elected to the Board be fixed at five (5)

In order to be approved, this resolution requires the approval of a simple majority of the votes cast at the Meeting in person or by proxy. **The Board recommends that you vote IN FAVOUR of this resolution. In the absence of instructions to the contrary, the Common Shares represented by a properly executed form of proxy in favour of the persons designated by management of the Company will be voted FOR the resolution fixing the number of directors to be elected to the Board at five.**

### Election of Directors

Directors of the Company are elected annually by the Shareholders. A Board of five (5) directors is to be elected at the Meeting.

The Board is a variable board consisting of not fewer than three (3) and not more than eleven (11) directors. The Board is currently set at seven (7) members, and currently consists of six (6) directors. The Board has determined that the number of directors to be elected at the Meeting be five (5). Accordingly, Shareholders will be asked to vote on an ordinary resolution to elect five (5) directors at the Meeting. Each director elected will hold office until the next annual meeting or until his or her successor is appointed, unless his or her office is earlier vacated in accordance with the *Business Corporations Act* (Ontario) (the "OBCA") and the by-laws of the Company.

The following table sets out the names of management's nominees for election as directors, each nominee's municipality of residence, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

<b>Name and Municipality of Residence</b>	<b>Present Principal Occupation <sup>(1)</sup></b>	<b>When first became director</b>	<b>Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(1) (2)</sup></b>	<b>Number of Options Held</b>
Yannis Banks Toronto, Ontario, Canada <i>Director</i>	CEO of Quia Resources Inc Managing Director Foundation Markets Inc	December 2011	359,934	200,000
Richard Cleath Duluth Minnesota, United States <i>Director</i>	VP Exploration Alpaca Resources Inc	December 2011	185,000	200,000
Jeremy Goldman North York, Ontario, Canada <i>Director</i>	President, Foundation Markets Inc	December 2011	431,811	200,000
Peter Bilodeau <sup>(5)</sup> 293 Little Baseline Road, Tecumseh Road, Ontario, Canada <i>Director</i>	President, CEO Energex Petroleum Inc	-	-	-
Andres Tinajero <sup>(3) (4)</sup> Richmond Hill, Ontario, Canada <i>Director</i>	Self Employed Accountant	December 2011	619,231	200,000

**Notes:**

- (1) Information supplied by nominees.
- (2) Does not include shares issuable upon exercise of options or other convertible securities.
- (3) Member of the Audit Committee.
- (4) 319,231 common shares are owned by Mr. Tinajero indirectly through 2222263 Ontario Inc.
- (5) Nominee for director

**Yannis Banks, Chairman of the Board & Director** - Mr. Banks is the Managing Director of Foundation Markets, specializing in the evaluation, acquisition and financing of energy and mineral assets, identifying corporate strategy and working with management teams to grow businesses. Prior to joining Foundation Markets Mr. Banks lived and worked in Asia for 2 years including with a rural development NGO focused on water and sanitation, education, health and rural electrification. Mr. Banks is also the CEO of Quia Resources (TSXV:QIA), a Canadian junior gold exploration company active in Colombia.

**Richard Cleath, Director** - Mr. Cleath has more than 25 years of experience as a geologist and in managing, organizing, budgeting, planning and executing various mining exploration projects globally. Mr. Cleath is currently the VP of Explorations for Alpaca Resources Inc., a private junior copper mining company. Mr. Cleath served as Vice President, Exploration with U3O8 Corporation ("U3O8"). Prior to U3O8, Mr. Cleath was Vice President, Exploration with Absolut Resources Corp. where he negotiated and acquired the Chaparra mesothermal gold vein project in southern Peru and led the acquisition of the advanced-stage Andorinhas high-grade gold project in Brazil.

**Jeremy Goldman, Director** - Mr. Goldman is the President of Foundation Markets, and has been actively involved in the Financial and Technology Sectors since completing his MBA in 1995. He worked for TD Bank as a Senior Analyst, then a Senior Manager in their eCommerce group and later joining BCE Emergis as a Director of Product Management. Mr. Goldman has held leading roles in Sales, Operations and Product Management working with early stage technology companies. These roles led to the development of a successful consultancy advising companies on M&A and capital markets transactions. Mr. Goldman holds a CFA charter.

**Peter O. Bilodeau, Director** - Mr. Bilodeau has numerous business interests in various sectors, including oil and gas, corporate finance, real estate investments, management and financial consulting, the retail sign business, and the alternative financial services. Prior to launching his entrepreneurial career, Mr. Bilodeau worked for one of Canada's major chartered banks quickly advancing to the senior management ranks. He is a former real estate appraiser with extensive experience in real property valuation. Mr. Bilodeau's business prowess is frequently called upon through his consulting business and as a member of the Board of Directors of several companies in the oil and gas, retail, and financial services sectors.

**Andres Tinajero, Director** - Mr. Tinajero has over 15 years of business experience, having supported a broad range of industries, including mining, technology, not for profit and manufacturing. He holds degrees in Business Administration and an MBA, is a member of the Canadian Institute of Certified Management Accountants, and also is a Certified member of the Institute of Corporate Directors.

The term of office of each director expires annually at the time of the Company's annual general meeting or when or until their successor is duly appointed or elected. The term of office of the officers expires at the discretion of the Company's directors and/or in accordance with contractual agreements. Details of the committees of the Board are provided under the heading "Statement of Corporate Governance".

Management does not contemplate that any of the nominees will be unable to serve as a director. **However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above. Common Shares represented by proxies in favour of management nominees will be voted IN FAVOUR of the election of all of the nominees whose names are set forth below, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting on the election of directors.**

#### **Corporate Cease Trade Orders, Penalties and Bankruptcies**

Other than as set out below, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Other than as set out below, as at the date of this Information Circular and within the ten (10) years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
  - (i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days;
  - (iii) or within one (1) year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any

proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee; or

- (c) has within ten (10) years before the date of the Information Circular became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

### **Appointment of Auditor**

Management recommends the re-appointment of Collins Barrow LLP, Chartered Accounts, of Toronto, Ontario, as auditor of the Company to hold office until the close of the next annual meeting of the Shareholders, or until their successor is otherwise appointed. Collins Barrow LLP was first appointed as auditor of the Company on December 20, 2011.

The Board recommends that Shareholders vote **FOR** an ordinary resolution approving the appointment of Collins Barrow, LLP as auditor of the Company and authorizing the directors of the Company to fix their remuneration.

**Common Shares represented by proxies in favour of the management nominees will be voted IN FAVOUR of such ordinary resolution, unless a Shareholder has specified in his proxy that his, her or its Common Shares are to be withheld from voting on such ordinary resolution.**

### **Ratification and Approval of the Stock Option Plan**

In accordance with the requirements of the TSXV, Shareholders will be asked annually to approve and ratify the Corporation's Stock Option Plan, annexed hereto as Schedule "B", pursuant to which the directors of the Corporation are authorized to grant options for up to 10% of the issued and outstanding common shares from time to time. The Board approved the Stock Option Plan in January 2011.

The following information is intended to be a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which is available for review by any Shareholder up until the day preceding the Meeting at the offices of the Corporation's solicitors, Fogler, Rubinoff LLP at 77 King Street W., Suite 3000, Toronto, Ontario, M5K 1G8 and will be available at the Meeting.

- The purpose of the Stock Option Plan is to authorize the grant to eligible persons (as such term is defined in the Stock Option Plan) of options to purchase common shares of the Corporation's capital and thus benefit the Corporation by enabling it to attract, retain and motivate eligible persons by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.
- The Stock Option Plan is administered by the Board or a committee established by the Board for that purpose.
- The number of shares reserved for issuance cannot exceed 10% of the issued and outstanding common shares at the time of the grant.
- The total number of shares which may be reserved for issuance to any one individual under the Stock Option Plan within any one year period cannot exceed 5% of the issued and outstanding common shares at the time of the grant.
- The maximum number of shares which may be reserved for issuance to insiders under the Stock Option Plan, any other employer stock option plans or options for services, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The maximum number of shares which may be issued to insiders under the Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within any one year period shall be 10% of the outstanding issue. The maximum number of shares which may be issued to any

one insider and his or her associates under the Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the shares outstanding at the time of the grant (on a non-diluted basis).

- The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The maximum number of stock options which may be granted to investor relations persons under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The purchase price for the shares under each stock option shall be determined by the Board on the basis of the market price, where "market price" shall mean the prior trading day closing price of the common shares on any stock exchange on which the common shares are listed or last trading price on the prior trading day on any dealing network where the common shares trade, and where there is no such closing price or trade on the prior trading day, "market price" shall mean the average of the daily high and low board lot trading prices of the common shares on any stock exchange on which the shares are listed or dealing network on which the shares trade for the five (5) immediately preceding trading days. In the event the common shares are listed on the TSXV, the price may be the market price less any discounts from the market price allowed by the TSXV. The approval of disinterested shareholders will be required for any reduction in the price of a previously granted stock option to an insider of the Corporation.
- The stock options are exercisable for a period of up to five (5) years from the date of grant.
- If any optionee who is a service provider ceases to be an eligible person of the Corporation for any reason (whether or not for cause) the optionee may, but only within the period ending the later of (i) 12 months after the completion of the Qualifying Transaction (as defined in Policy 2.4, Capital Pool Companies, of the TSXV and (ii) 90 days (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), or 30 days if the eligible person is an investor relations person (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended.
- In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within the period of one (1) year next succeeding the optionee's death (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade).
- Stock options issued under the Stock Option Plan may vest at the discretion of the Board, provided that, if required by any stock exchange on which the common shares trade, stock options issued to investor relations consultants must vest in stages over not less than 12 months with no more than one quarter (1/4) of the stock options vesting in any three (3) month period.
- Stock options granted under the Stock Option Plan are non-assignable and non-transferable.
- The Board or committee, as applicable, may at any time amend or terminate the Stock Option Plan, but where amended, such amendment is subject to regulatory approval.
- Upon exercise of an option, the optionee shall, upon notification of the amount due and prior to or concurrently with the delivery of the certificates representing the shares, pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or shall otherwise make arrangements satisfactory to the Corporation for such requirements. In order to implement this provision, the Corporation or any related corporation has the right to retain and withhold from any payment of cash or shares under the Stock Option Plan the amount of taxes required to be withheld or otherwise deducted and paid with respect to such payment. At its discretion, the Corporation may require an optionee receiving shares to reimburse



the Corporation for any such taxes required to be withheld by the Corporation and withhold any distribution to the optionee in whole or in part until the Corporation is so reimbursed. In lieu thereof, the Corporation has the right to withhold from any cash amount due or to become due from the Corporation to the optionee an amount equal to such taxes. The Corporation may also retain and withhold or the optionee may elect, subject to approval by the Corporation at its sole discretion, to have the Corporation retain and withhold a number of shares having a market value not less than the amount of such taxes required to be withheld by the Corporation to reimburse the Corporation for any such taxes and cancel (in whole or in part) any such shares so withheld.

As of September 30, 2013, the Corporation has 40,798,282 common shares issued and outstanding. This means that a total of 4,079,828 options are currently available to be granted pursuant to the Stock Option Plan. As of September 30, 2013, 3,190,000 options had been granted pursuant to the Stock Option Plan and 889,828 options were still available to be granted.

At the Meeting, Shareholders will be asked to pass an ordinary resolution substantially in the following form:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the stock option plan (the "**Stock Option Plan**") of Lakeside Minerals Inc. (the "**Corporation**"), annexed hereto as Schedule "B", is hereby ratified, confirmed and approved;
2. the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan, as amended, entitling all of the option holders in aggregate to purchase up to such number of common shares of the Corporation as is equal to ten percent (10%) of the number of common shares of the Corporation issued and outstanding on the applicable grant date; and
3. any one officer or director of the Corporation is authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution."

**Shares represented by proxies in favour of management nominees will be voted in favour of the approval of the Stock Option Plan, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting on the approval of the Stock Option Plan.**

### **Approval of Share Consolidation**

Under the Company's articles, approval for a share consolidation must be effected by a special resolution of the shareholders. The Company seeks shareholder approval at the Meeting for a special resolution to consolidate (the "**Consolidation**") all of the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for up to four pre-consolidation Common Shares, or a ratio that is less at the discretion of the Board, with the Consolidation to be implemented by the Board at any time prior to the next annual meeting of the Shareholders of the Company, such that on completion of the Consolidation, all of the **40,798,282** issued and outstanding Common Shares will be consolidated into **10,199,570** issued and outstanding Common Shares (or a greater proportionate amount if a lower consolidation ratio is implemented by the Board). This Consolidation remains subject to all required regulatory approvals including shareholder approval. The number of outstanding stock options and warrants of the Company will similarly be adjusted on the same basis as the Common Shares, and the exercise prices adjusted accordingly.

### ***Reasons for the Consolidation***

Pursuant to TSXV rules, TSXV listed issuers may not issue shares at a price below \$0.05 per share. As the share price of the Company has been below \$0.05 per share due, management believes, to a sustained downturn across the board in the mineral exploration sector, it is management's view that authorizing the Consolidation is in the best interests of the Company. If the Consolidation is undertaken, the Company will be in a better position to seek financing to continue its operations, and will be in a better position to convince creditors to convert their outstanding

debt to shares of the Company. To this end, Foundation Opportunities Inc. and Cavalry Corporate Solutions Ltd., have all agreed to convert their outstanding debt to shares of the Company upon securing necessary approvals and completion of the Consolidation (see "Issuance of Share for Debt" below).

#### ***Effect on Common Shares***

The Consolidation will not materially affect the percentage ownership in the Company by the shareholders even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will merely proportionately reduce the number of Common Shares held by the shareholders.

#### ***Effect on Convertible Securities***

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding stock options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the consolidation of the Common Shares.

#### ***Fractional Common Shares***

If, as a result of the Consolidation, a shareholder would otherwise be entitled to a fraction of a Common Share in respect of the total aggregate number of pre-consolidation Common Shares held by such shareholder, no such fractional Common Share will be awarded. The aggregate number of Common Shares that such shareholder is entitled to will, if the fraction is less than one half of one share, be rounded down to the next closest whole number of Common Shares, and if the fraction is at least one half of one share, be rounded up to one whole Common Share. Except for any change resulting from the rounding described above, the change in the number of Common Shares outstanding that would result from the Consolidation will cause no change in the stated capital attributable to the Common Shares.

#### ***Certain Risks Associated with the Consolidation***

There can be no assurance that the total market capitalization of the Company (the aggregate value of all Common Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Consolidation will equal or exceed the direct arithmetical result of the Consolidation.

If the Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of the Consolidation. The market price of the Common Shares may, however, also reflect the Company's performance and other factors which are unrelated to the number of Common Shares outstanding.

Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Consolidation. The Consolidation may result in some shareholders owning "odd lots" of less than 1000 Common Shares on a post-consolidation basis which may be more difficult to sell, or require greater transaction costs per share to sell.

#### ***Notice of Consolidation and Letter of Transmittal***

Included within this Information Circular is a letter of transmittal which will need to be duly completed and submitted by any shareholder wishing to receive share certificates representing the post Consolidation Common Shares to which he, she or it is entitled if the Company completes the Consolidation. This letter of transmittal can be used for the purpose of surrendering certificates representing the currently outstanding Common Shares to the Company's registrar and transfer agent in exchange for new share certificates representing whole post-Consolidation Common Shares of the Company. After the Consolidation, current issued share certificates representing pre-Consolidation Common Shares of the Company will (i) not constitute good delivery for the purposes of trades of post-Consolidation Common Shares; and (ii) be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the Shareholder is entitled as a result of the Consolidation. No delivery of a

new certificate to a Shareholder will be made until the Shareholder has surrendered his, her or its current issued certificates. **Please do not send the letter of transmittal until the Company announces by press release that the Consolidation will become effective. The press release will contain instructions as to when the existing share certificates and the letter of transmittal are to be sent to Olympia Transfer Services Inc., the Company's registrar and transfer agent.**

#### *Procedure for Non-Registered Shareholders*

Non-registered shareholders holding the Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders. If you hold the Common Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Consolidation.

#### *Shareholder Approval*

In accordance with the Company's articles and the *Business Corporations Act* (Ontario)(the "OBCA"), the Consolidation resolution must be approved by a majority of not less than two-thirds (2/3) of the votes cast by the Shareholders represented at the Meeting in person or by proxy.

At the Meeting, the following special resolution, with or without variation, will be placed before the shareholders in order to approve the Consolidation:

**"IT IS RESOLVED, AS A SPECIAL RESOLUTION, THAT:**

- (a) the Board be authorized, subject to approval of the applicable regulatory authorities, to take such actions as are necessary to consolidate, at any time following the date of this resolution, all of the issued and outstanding Common Shares on the basis that every four pre-consolidation Common Shares, or a ratio that is less at the discretion of the Board, be consolidated into one post-consolidation Common Share;
- (b) despite the foregoing authorization, the Board may, at its absolute discretion, determine when the Consolidation will take place and may further, at its discretion, determine not to effect a consolidation of all of the issued and outstanding Common Shares, in each case without requirement for further approval, ratification or confirmation by the shareholders;
- (c) notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the shareholders, to revoke this special resolution at any time before it is acted upon; and
- (d) any one or more directors and officers of the Company be authorized to perform all such acts, deeds and things and execute all such documents and other writings, as may be required to give effect to this special resolution."

The foregoing resolution permits the directors of the Company, without further approval by the shareholders, to proceed with the Consolidation at any time following the date of this Meeting. Alternatively, the directors of the Company may choose not to proceed with the Consolidation if the directors, in their discretion, deem that it is no longer desirable to do so. **Unless such authority is withheld, the Management Designees, if named as proxy, intend to vote for the consolidation resolution.**

#### *No Dissent Rights*

Under the OBCA, shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation, and the Company will not independently provide shareholders with any such right.

#### *Effective Date*

Subject to the approval of the TSXV, the Consolidation will be effective on the date on which the directors of the Company determine to carry out the Consolidation.

If the Consolidation is approved, no further action on the part of the shareholders will be required in order for the Board to implement the Consolidation.

### **Issuance of Shares for Debt**

The Corporation has entered into an agreements dated September 24<sup>th</sup>, 2013 (the “Debt Settlement Agreements”) with Foundation Opportunities Inc. (“FOI”) and Cavalry Corporate Solutions Ltd. (“Cavalry”) consultants for the Corporation. Pursuant to the Debt Settlement Agreement, the Corporation agreed to satisfy the obligations as follows: as to \$51,605.35, by issuance to FOI of 1,032,107 Common Shares of the Corporation (the “Debt Settlement Shares”) at a deemed price of \$0.05 per post-consolidation share and \$32,700, by issuance to Cavalry of 654,000 Common Shares of the Corporation (the “Debt Settlement Shares”) at a deemed price of \$0.05 per post-consolidation share. The Debt Settlement Agreement is conditional upon acceptance by the TSXV of the issuance of the Debt Settlement Shares, and completion of a Consolidation where by the market price of the Shares of the Company immediately after Consolidation will be no less than \$0.035 per share. Pursuant to TSXV policies, the issuance of the Debt Settlement Shares is conditional upon receipt of disinterested shareholder approval. Accordingly, at the Meeting shareholders will be asked to ratify and approve the issuance of the Debt Settlement Shares in satisfaction of \$51,605.35 owed to FOI and \$32,700 owed to Cavalry. Simple majority of votes cast on the matter is required for approval, exclusive of votes attached to shares held by FOI or Cavalry. To the knowledge of the Corporation, an aggregate of 1,538,126 and 150,000 Common Shares are held by FOI and Cavalry respectively.

### **Approval of Special Resolution Authorizing Directors To Fix The Number of Directors**

Pursuant to Section 125(3) of the OBCA, if the Articles provide for a minimum and maximum number of directors, the directors may, if a special resolution of shareholders so provides, fix the number of directors to be elected at an annual meeting.

In addition, Section 124(2) of the OBCA also provides that where a special resolution empowers directors to fix the number of directors in accordance with Section 125(3) of the OBCA, the directors may appoint one or more directors between annual meetings, to hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total numbers so appointed may not exceed one-third of the number of directors elected at the previous annual meeting.

From time to time, the board identifies an individual who could make a valuable contribution to the Company as a director. The board wishes to have the ability to invite such an individual to join the board between shareholders’ meetings, without the need to create a vacancy, as this may restrict the Company’s ability to enhance the board at the earliest opportunity.

By adopting the proposed special resolution, it will be possible to more quickly take advantage of opportunities to augment the board. At the same time, given the limitation on the number of directors who can be added between meetings and the expiry of the term of such directors at the next annual meeting, the shareholders maintain their control over the composition of the board of directors.

For these reasons, shareholders are being asked to pass a special resolution to empower the directors to fix the number of directors to be elected within the minimum and maximum number of directors provided for in the Articles. The text of the special resolution is outlined below. To be effective, this special resolution must be passed by at least two-thirds of the votes cast by the shareholders in person or by proxy at the Meeting.

#### **“NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. In accordance with Section 125(3) of the *Business Corporations Act* (Ontario), the directors shall be empowered and authorized to determine the number of directors of the Company to be elected at annual meetings of the Company within the minimum and maximum numbers provided for in the Articles of the Company; and
2. Any one director or officer of the Company be and he is hereby authorized and instructed to take all such acts and proceedings and to execute and deliver all such applications, authorizations, certificates, documents and instruments, as in their opinion may be reasonably necessary or desirable for the implementation of this resolution.”

**THE BOARD RECOMMENDS TO THE SHAREHOLDERS THAT THEY APPROVE THIS SPECIAL RESOLUTION.**

**In the absence of a contrary instruction or if no choice is specified in the proxy with respect to this special resolution, the persons(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the said resolution.**

*Recommendation of the Company's Directors*

The directors of the Company have reviewed and considered all facts respecting the foregoing matters that they have considered to be relevant to shareholders. **It is the unanimous recommendation of the Company's directors that shareholders vote for passage of the foregoing resolutions.**

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Since the beginning of the last completed financial year and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Corporation or any of its subsidiaries has been indebted to the Corporation.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein, no informed person, director, executive officer, nominee for director, any person who beneficially owns, directly or indirectly, common shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, nor any associated or affiliate of such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation. Foundation, of which Yannis Banks and Jeremy Goldman are officers; Yannis Banks and Jeremy Goldman are shareholders and Adam Szweras, the Secretary of the Corporation, holds an indirect 33.3% interest in Foundation through a family trust for the benefit of his minor children, has received fees in connection with financings of the Corporation. Adam Szweras is a partner in a law firm which has received legal fees for legal services provided to the Corporation.

**REGISTRAR AND TRANSFER AGENT**

Olympia Transfer Services Inc., at 120 Adelaide Street West, Suite 920, Toronto, Ontario M5H 1T1, is the registrar and transfer agent for the Corporation's common shares.

**ADDITIONAL INFORMATION**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and management discussion and analysis. Copies of the Company's financial statements and management discussion and analysis may be obtained, without charge, upon request to the Company at 77 King Street West, Suite 2905, Toronto Ontario, M5K 1H1

**OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

## **APPROVAL OF DIRECTORS**

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board of the Company.

**DATED** at Toronto, Ontario, September 30, 2013.

**BY ORDER OF THE BOARD**

**Mario Justino**  
**Chief Executive Officer**

## **SCHEDULE "A"**

### **AUDIT COMMITTEE CHARTER**

The following charter is adopted in compliance with National Instrument 52-110 Audit Committees ("**NI 52-110**").

#### **Purpose**

The committee will assist the Board of Directors of the Company (the "Board") in fulfilling its responsibilities. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct as it relates to financial reporting and disclosure. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will also be responsible for reviewing the Company's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

#### **Committee Membership**

The Committee shall consist of no fewer than three members, a majority of whom shall not be officers or employees of the Company or any of its affiliates and who shall meet the independence requirements of Canadian securities laws and the TSX Venture Exchange. The members and chair of the Committee shall be appointed and removed by the Board in accordance with the rules of the Corporate Governance and Directors Nominating Committee.

#### **Committee Meetings**

The Committee shall meet quarterly each year. The Chairman will schedule regular meetings, and additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chairman of the Board. External auditors may convene a special meeting if they consider that it is necessary.

The committee should invite the CFO to its meetings, as it deems appropriate. The Committee shall keep adequate minutes of all its proceedings, and the Committee Chairman will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each Committee meeting and any action taken by unanimous consent.

#### **Committee Authority and Responsibilities**

In carrying out its responsibilities, the Committee will:

1. Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
2. Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
3. Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
4. Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.

5. Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
6. Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.
7. Review the annual and quarterly financial statements including Management's Discussion and Analysis and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, stock exchange requirements and governmental regulations.
8. Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
10. Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
11. Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
12. Meet with management and the external auditors to review the annual financial statements and the results of the audit.
13. Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
  - a) actual financial results for the interim period varied significantly from budgeted or projected results;
  - b) generally accepted accounting principles have been consistently applied;
  - c) there are any actual or proposed changes in accounting or financial reporting practices; and
  - d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
14. Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
15. Review the performance of the external auditors and approve in advance provision of services other than auditing.
16. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.
17. Make recommendations to the Board regarding the reappointment of the external auditors.
18. Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
19. Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
20. Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.



21. Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
22. Perform other functions as requested by the full Board.
23. If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
24. Review and update the charter; receive approval of changes from the Board.

## **SCHEDULE "B"**

### **STOCK OPTION PLAN** **(the "Plan")**

#### **PURPOSE OF THE PLAN**

The purpose of the Stock Option Plan (the "Plan") is to assist Lakeside Minerals Inc. (the "Company") in attracting, retaining and motivating "Directors", "Employees", "Consultants" or "Management Company Employees" of the Company (as those terms are defined in TSX Venture Exchange Policy 4.4) and any of its subsidiaries and to closely align the personal interests of such Directors, Employees, Consultants and Management Company Employees with those of the shareholders by providing them with the opportunity, through options, to acquire common shares in the capital of the Company.

#### **ARTICLE 1. IMPLEMENTATION**

The Plan and the grant and exercise of any options under the Plan are subject to compliance with the applicable requirements of each stock exchange ("exchanges") on which the shares of the Company are listed at the time of the grant of any options under the Plan and of any governmental authority or regulatory body to which the Company is subject.

#### **ARTICLE 2. ADMINISTRATION**

The Plan shall be administered by the Board of Directors of the Company which shall, without limitation, subject to the approval of the exchanges, have full and final authority in its discretion, but subject to the express provisions of the Plan, to prescribe, amend and rescind rules and regulations relating to it and to make all other determinations deemed necessary or advisable for the administration of the Plan. The Board of Directors may delegate any or all of its authority with respect to the administration of the Plan and any or all of the rights, powers and discretion with respect to the Plan granted to it hereunder to such committee of directors, as well as the Board of Directors, shall be entitled to exercise any or all of such authority, rights, powers and discretion with respect to the Plan. When used hereafter in the Plan, "Board of Directors" shall be deemed to include a committee of directors acting on behalf of the Board of Directors.

#### **ARTICLE 3. SHARES ISSUABLE UNDER THE PLAN**

3.1 Options granted and shares issuable under the plan are subject to the requirements of the TSX Venture Exchange. These requirements currently include but are not limited to:

- (a) the aggregate number of shares ("Optioned Shares") that may be issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Company at the time of the granting of options under the Plan;
- (b) no more than 5% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Optionee (as hereinafter defined) in any 12 month period;
- (c) no more than 10% of the issued shares of the Company, calculated at the date the option is granted, may be granted to Insiders (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12 month period;
- (d) no more than 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Consultant in any 12 month period; and
- (e) no more than an aggregate of 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to all Consultants and Employees conducting

"Investor Relations Activities" (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12-month period.

#### **ARTICLE 4. ELIGIBILITY**

##### 4.1 General

Options may be granted under the Plan to Directors, Employees, Consultants and Management Company Employees of the Company and any of its subsidiaries (collectively the "Optionees" and individually an "Optionee"). Subject to the provisions of the Plan, the total number of Optioned Shares to be made available under the Plan and to each Optionee, the time or times and price or prices at which options shall be granted, the time or times at which such options are exercisable, and any conditions or restrictions on the exercise of options, shall be in the full and final discretion of the Board of Directors.

##### 4.2 Options Granted to Employees, Consultants or Management Company Employees

The Company represents that, in the event it wishes to grant options under the Plan to Employees, Consultants or Management Company Employees, it will only grant such options to Optionees who are bona fide Employees, Consultants or Management Company Employees, as the case may be.

#### **ARTICLE 5. TERMS AND CONDITIONS**

##### 5.1 Exercise price

- (a) Subject to Section 5.1(c), the exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors but shall not, in any event, be less than the "Discounted Market Price" of the Company's common shares as traded on the TSX Venture Exchange (as that term is defined in TSX Venture Exchange Policy 1.1), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange; provided that the exercise price for each Optioned Share in respect of options granted within 90 days of a "Distribution" by a "Prospectus" (as those terms are defined in TSX Venture Exchange Policy 1.1) shall not be less than the greater of the Discounted Market Price and the price per share paid by public investors for listed shares of the Company under the Distribution.
- (b) Subject to Section 5.1(c), the exercise price will normally be based on the closing market price the day prior to the grant. If there were no transactions on the precedent day, the price of the most recent trade will be used provided it remains at or between the precedent day's closing bid and ask prices, otherwise the average of the average of the bid and ask prices will be utilized.
- (c) If the common shares of the Company are not listed on the TSX Venture Exchange or any other exchange at the time of the option grant, the exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors.

##### 5.2 Reduction in the Exercise Price of Options Granted to Insiders

In the event the Company wishes to reduce the exercise price of any options held by "Insiders" (as that term is defined in TSX Venture Exchange Policy 1.1) of the Company at the time of the proposed reduction, the approval of the disinterested Shareholders of the Company will be required prior to the exercise of any such options at the reduced exercise price.

##### 5.3 Option Agreement

All options shall be granted under the Plan by means of an agreement (the "Option Agreement") between the Company and each Optionee in the form attached hereto as Schedule "C" or such other form as may be approved by the Board of Directors, such approval to be conclusively evidenced by the execution of the Option Agreement by any one director or officer of the Company, or otherwise as determined by the Board of Directors.

#### 5.4 Length of Grant

Subject to Sections 5.10, 5.11, 5.12, 5.13 and 5.14 all options granted under the Plan shall expire not later than that date which is 10 years from the date such options were granted.

#### 5.5 Non-Assignability of Options

- (a) An option granted under the Plan shall not be transferable or assignable (whether absolutely or by way of mortgage, pledge or other charge) by an Optionee other than by will or other testamentary instrument or the laws of succession and may be exercisable during the lifetime of the Optionee only by such Optionee.
- (b) An option granted under the plan shall not be used as an offset against the short selling of the company's shares nor in any other manner to assist in or facilitate the short selling of the company's shares. This clause does not preclude the sale of the company's shares and exercise of options within the normal settlement period.

#### 5.6 Vesting Schedule for Options Granted to Consultants Conducting Investor Relations Activities

An Optionee who is a Consultant conducting Investor Relations Activities who is granted an option under the Plan will become vested with the right to exercise one-quarter (1/4) of the option upon the conclusion of every 3 months subsequent to the date of the grant of the option, such that that Optionee will be vested with the right to exercise one hundred percent (100%) of his option upon the conclusion of 12 months from the date of the grant of the option. (By way of example, in the event that Optionee did not exercise one-quarter (1/4) of his option at the conclusion of 3 months from the date of the grant of the option, he would be entitled to exercise one-half (1/2) of his option upon the conclusion of 6 months from the date of the grant of the option)

#### 5.7 Right to Postpone Exercise

Each Optionee, upon becoming entitled to exercise the option in respect of any Optioned Shares in accordance with the Option Agreement, shall thereafter be entitled to exercise the option to purchase such Optioned Shares at any time prior to the expiration or other termination of the Option Agreement or the option rights granted there under in accordance with such agreement.

#### 5.8 Exercise and Payment

- (a) Any option granted under the Plan may be exercised by an Optionee or, if applicable, the legal representatives of an Optionee, giving notice to the Company specifying the number of shares in respect of which such option is being exercised, accompanied by payment (by cash or certified cheque payable to the Company) of the entire exercise price (determined in accordance with the Option Agreement) for the number of shares specified in the notice. Upon any such exercise of an option by an Optionee the Company shall cause the transfer agent and registrar of shares of the Company to promptly deliver to such Optionee or the legal representatives of such Optionee, as the case may be, a share certificate in the name of such Optionee or the legal representatives of such Optionee, as the case may be, representing the number of shares specified in the notice.
- (b) Notwithstanding the subsection 5.8(a), no option shall be exercisable unless the company shall be satisfied that the issuance of shares upon exercise thereof, will be in compliance with the applicable laws of all jurisdictions where the company is a reporting issuer.

- (c) In the event that an option is exercised within four (4) months following the date it is granted, the common shares issued shall be legended with a four (4) month hold period from the date the option was granted. The wording of the legend shall be the following:

"Without prior written approval of the exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until (date inserted)."

#### 5.9 Rights of Optionees

The Optionees shall have no rights whatsoever as shareholders in respect of any of the Optioned Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering) other than Optioned Shares in respect of which Optionees have exercised their option to purchase and which have been issued by the Company.

#### 5.10 Third Party Offer

If, at any time when an option granted under the Plan remains unexercised with respect to any common shares, an offer to purchase all of the common shares of the Company is made by a third party, the Company may upon giving each Optionee written notice to that effect, require the acceleration of the time for the exercise of the option rights granted under the Plan and of the time for the fulfillment of any conditions or restrictions on such exercise.

#### 5.11 Alterations in Shares

In the event of a stock dividend, subdivision, redivision, consolidation, share reclassification (other than pursuant to the Plan), amalgamation, merger, corporate arrangement, reorganization, liquidation or the like of or by the Company, the Board of Directors may make such adjustment, if any, of the number of Optioned Shares, or of the exercise price, or both, as it shall deem appropriate to give proper effect to such event. If because of a proposed merger, amalgamation or other corporate arrangement or reorganization, the exchange or replacement of shares in the Company for those in another corporation is imminent, the Board of Directors may, in a fair and equitable manner, determine the manner in which all unexercised option rights granted under the Plan shall be treated including, for example, requiring the acceleration of the time for the exercise of such rights by the Optionees and of the time for the fulfillment of any conditions or restrictions on such exercise. All determinations of the Board of Directors under this Section 5.11 shall be full and final.

#### 5.12 Termination for Cause

Subject to Section 5.13, if an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or of any of its subsidiaries as a result of having been dismissed from any such position for cause, all unexercised option rights of that Optionee under the Plan shall immediately become terminated and shall lapse, notwithstanding the original term of the option granted to such Optionee under the Plan.

#### 5.13 Termination Other Than For Cause

- (a) If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or any of its subsidiaries for any reason other than as a result of having been dismissed for cause as provided in Section 5.12 or as a result of the Optionee's death, such Optionee shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to be either a

Director, Employee, Consultant or Management Company Employee. Upon the expiration of such 90-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of option granted to such Optionee under the Plan.

- (b) If an Optionee engaged in providing Investor Relations Activities to the Company ceases to be employed in providing such Investor Relations Activities, such Optionee shall have the right for a period of 30 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to provide such Investor Relations Activities. Upon the expiration of such 30-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to such Optionee under the Plan.

#### 5.14 Deceased Optionee

In the event of the death of any Optionee, the legal representatives of the deceased Optionee shall have the right for a period of one year (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of death of the deceased Optionee to exercise the deceased Optionee's option with respect to all of the Optioned Shares of the deceased Optionee to the extent they were exercisable on the date of death. Upon the expiration of such period all unexercised option rights of the deceased Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to the deceased Optionee under the Plan.

### **ARTICLE 6. AMENDMENT AND DISCONTINUANCE OF PLAN**

Subject to the acceptance of the exchanges, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time, provided that no such action may in any manner adversely affect the rights under any options earlier granted to an Optionee under the Plan without the consent of that Optionee.

### **ARTICLE 7. NO FURTHER RIGHTS**

Nothing contained in the Plan nor in any option granted hereunder shall give any Optionee or any other person any interest or title in or to any shares of the Company or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in the Plan and pursuant to the exercise of any option, nor shall it confer upon the Optionees any right to continue as a Director, Employee or Consultant of the Company or of any of its subsidiaries.

### **ARTICLE 8. COMPLIANCE WITH LAWS**

The obligations of the Company to sell shares and deliver share certificates under the Plan are subject to such compliance by the Company and the Optionees as the Company deems necessary or advisable with all applicable corporate and securities laws, rules and regulations.

**SCHEDULE "C"**  
**TO STOCK OPTION PLAN**

**OPTION AGREEMENT**

This Option Agreement is entered into between Lakeside Minerals Inc. (the "Company") and the Optionee named below pursuant to the Stock Option Plan (the "Plan"), and confirms that:

1. on \_\_\_\_\_, \_\_\_\_\_;
2. \_\_\_\_\_ (the "Optionee");
3. was granted the option to purchase \_\_\_\_\_ common shares (the "Optioned Shares") of the company;
4. for the price of \$ \_\_\_\_\_ per Optioned Share;
5. exercisable from time to time up but not after \_\_\_\_\_, \_\_\_\_\_, and subject to the Vesting Schedule contained in Section 5.6 of the Plan if applicable;

all on the terms and subject to the condition set out in the Plan.

By signing this Option Agreement, the Optionee acknowledges that the Optionee has read and understands the Plan and agrees to the terms and condition of the Plan and this Option Agreement.

IN WITNESS WHEREOF the parties hereto have executed this Option Agreement as of the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

LAKESIDE MINERALS INC.

\_\_\_\_\_

Optionee

By: \_\_\_\_\_

(Authorized Signatory)