

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 30th, 2013

BY ORDER OF THE BOARD

Mario Justino
Chief Executive Officer