

INSTRUMENT OF PROXY

For the Annual & Special Meeting of Shareholders of Common Shares

of

LAKESIDE MINERALS INC.

To be held on Wednesday, October 30, 2013

The undersigned holder of Common Shares of Lakeside Minerals Inc. (the "Corporation") hereby appoints (with full power of appointment and substitution), Yannis Banks, the Chairman and Director of the Corporation, or failing him, Mario Justino, the President and Chief Executive Officer of the Corporation, or in place or stead of the foregoing, _____

as Proxy of the undersigned to attend the Meeting of the Corporation (the "Meeting") to be held at the offices of Foundation Markets Inc., 77, King Street West, Suite 2905, Toronto, Ontario M5K 1H1, on Wednesday, October 30th, 2013 at 10:00 a.m. (Toronto time) and at any adjournment thereof. The undersigned hereby revokes any instrument of proxy heretofore given to attend and vote at the Meeting. Without limiting the general power hereby conferred, the person above named is directed to vote as follows:

1. FOR or WITHHOLD
To set the number of directors to be elected to the board of directors at the meeting at five
2. **Election of directors as nominated by management:**
FOR or WITHHOLD
Election of Yannis Banks as director of the Corporation;
FOR or WITHHOLD
Election of Richard Cleath as director of the Corporation;
FOR or WITHHOLD
Election of Jeremy Goldman as director of the Corporation;
FOR or WITHHOLD
Election of Andres Tinajero as director of the Corporation;
FOR or WITHHOLD
Election of Peter Bilodeau as director of the Corporation;
3. FOR or WITHHOLD
Re-Appointment of Collins Barrow Toronto LLP as auditors for the ensuing year and authorizing the directors to fix their remuneration
4. FOR or AGAINST
Ratification, confirmation and approval of the Corporation's 10% rolling stock option plan
5. FOR or AGAINST
Approval of the Share Consolidation as outlined in the Management information Circular
6. FOR or AGAINST
Ratification and approval of the Debt Conversion as outlined in the Management information Circular
7. FOR or AGAINST
To consider, and if deemed advisable, pass a special resolution regarding the number of directors

The securities represented by this proxy will be voted as directed by the holder. However, if a direction is not made in respect of any matter, this proxy will be voted "For" the matter notified in the proxy by the individual appointed in this proxy.

The person appointed is authorized to vote in his or her discretion in respect of amendments or variations to the matters noted above and upon such other business as may properly come before the Meeting.

At the discretion of the said Proxyholder, to vote upon any amendments or variation of the above matter or any other matter that may be properly brought before the said Meeting or any adjournment thereof.

This Proxy is solicited on behalf of the Management of the Corporation and will be voted as directed in the space provided above or, if no direction is given, it will be voted FOR each resolution. The persons named in this Proxy are officers of the Corporation. Each shareholder has the right to appoint a person, who need not be a shareholder, to attend and to act for him and on his behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by Management to act should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

DATED this ____ day of _____, 20__

Signature of Shareholder

Shareholder's Name (Please Print)

NOTES

1. In the event that the date is not completed, this Proxy will be deemed to be dated upon the day that it is mailed by the Corporation to the securityholder.
2. This Proxy will not be valid and will not be acted upon or voted unless it is signed and delivered to the attention of Olympia Transfer Services Inc, 920, 120 Adelaide St W, Toronto, Ontario M5H 1T1, no later than 48 hours prior to the Meeting time or delivered to the Chairman at the Meeting.
3. In addition to any revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the securityholder or his attorney duly authorized in writing or, if the securityholder is a company, under its corporate seal by an officer or attorney thereof duly authorized and deposited either at the registered office of the Corporation, c/o 77, King Street West, Suite 2905, Toronto, Ontario M5K 1H1, at any time up to and including 4:30 p.m. on the last Business Day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used, or with the Chairman at the Meeting on the date of the Meeting, or any adjournment thereof and upon such deposit, the Proxy is revoked.
4. The signature on the Proxy should be exactly the same as the name in which the shares are registered. If the appointee is a corporation, the Proxy must be exercised under its corporate seal or signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.