

**GRASSLANDS ENTERTAINMENT INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of GRASSLANDS ENTERTAINMENT INC. (the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP, 95 Wellington Street West, Suite 1200, TD Centre, Toronto, Ontario M5J 2Z9 on Monday October 31, 2011 at 2:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements for the Corporation for the fiscal year ended June 30, 2010, report of the auditor and related management discussion and analysis thereon;
2. To re-appoint Collins Barrow Toronto, LLP, Chartered Accountants, as the auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Acquisition Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, approving the acquisition of all of the issued and outstanding shares of Lakeside Minerals Corp. (the "**TargetCo. Shares**") whereby holders of the TargetCo. Shares will be entitled to receive one (1) Class A voting share of the Corporation for each TargetCo. Share (the "**Consideration Shares**");
4. if the Acquisition Resolution is passed, to consider and, if thought appropriate, pass, with or without variation, a special resolution (the "**Share Consolidation Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, approving the consolidation of the Class A voting shares of the Corporation on a one (1) new share for every five (5) old shares (1:5) basis, such consolidation to occur prior to the issuance of the Consideration Shares;
5. if the Acquisition Resolution is passed, to consider and, if thought appropriate, pass, with or without variation, a special resolution (the "**Name Change Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, approving the change of the name of the Corporation to "Lakeside Minerals Inc.";
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Election of Directors Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, (a) if the Acquisition Resolution is passed, to fix the Board of Directors at seven (7) members, to elect seven (7) directors to the Board of Directors and to permit the directors of the Corporation, in between annual general meetings, to appoint one or more additional directors of the Corporation, or (b) if the Acquisition Resolution is not passed, to elect four (4) directors to the Board of Directors, on the basis set out in the accompanying Information Circular under the heading "Particulars of Matters to be Acted Upon – Election of Directors", for the period beginning at the completion of the Meeting and ending at the conclusion of the next annual meeting of the Corporation or until a successor is elected or appointed;
7. if the Acquisition Resolution is passed, to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the "**Continuance Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, approving the continuance of the Corporation as an Ontario corporation under the provisions of the *Business Corporations Act* (Ontario), such continuance to occur prior to the issuance of the Consideration Shares;

8. if the Acquisition Resolution is passed, to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the "**Rolling Plan Resolution**"), the full text of which is set forth in Schedule "A" to the Information Circular and incorporated herein by reference, approving the replacement of the current fixed stock option plan of the Corporation with a "rolling" stock option plan, pursuant to which the maximum number of Common Shares reserved for issuance upon the exercise of options is equal to 10% of the issued Common Shares at the time of the stock option grant; and
9. to consider amendments to or variations of any matter identified in this Notice and to transact such further and other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Acquisition Resolution referenced above is more particularly described in the Information Circular. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is September 28, 2011 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario, M5J 2Y1 not later than forty-eight (48) hours (Calgary time), excluding Saturdays, Sundays and holidays prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Calgary, Alberta, this 29th day of September, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"James Ripley"

James Ripley

President and Chief Executive Officer