

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on October 31, 2011

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 2:00 pm, Eastern Time, on Thursday, October 27, 2011.



Appointment of Proxyholder

I/We being holder(s) of GRASSLANDS ENTERTAINMENT INC (the "Corporation") hereby appoint: James Ripley, or failing him, Adam Szweras

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of GRASSLANDS ENTERTAINMENT INC to be held at Fogler, Rubinoff LLP Suite 1200, 95 Wellington Street West Toronto, ON M5J 2Z9, on Monday, October 31, 2011 at 2:00 pm (Eastern time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. **Acquisition of Lakeside Minerals Corp.** - To approve the acquisition of all of the issued and outstanding shares of Lakeside Minerals Corp. (the "Acquisition Resolution"), as more fully described in Schedule "A" to the Information Circular dated September 29, 2011.

For **Withhold**

2. **Election of Directors if Acquisition Resolution is Passed** - 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. The nominees are: **Yannis Banks, Jeremy Goldman, Scott Jobin-Bevans, Richard Cleath, Andres Tinajero, Jean-Pierre Chauvin** and **Jean-Francois Pelland**, and to permit the directors of the Corporation, in between annual general meetings, to appoint one or more additional directors of the Corporation.

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For **Withhold**

3. **Election of Directors if Acquisition Resolution is Not Passed** - If the Acquisition Resolution is not passed, to elect four (4) directors to the Board of Directors. The nominees are: **James Ripley, Ned Studer, Gerry Goldberg** and **Mendel Ekstein**.

For **Withhold**

4. **Appointment of Auditors** - To appoint **Collins Barrow Toronto LLP** as Auditors of the Corporation for the ensuing year and authorize the Directors to fix their remuneration.

For **Against**

5. **Share Consolidation** - If the Acquisition Resolution is passed, to approve a special resolution for 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.

For **Against**

6. **Name Change** - If the Acquisition Resolution is passed, to approve a special resolution to change the name of the Corporation to "Lakeside Minerals Inc."

For **Against**

7. **Continuance as an Ontario Corporation** - If the Acquisition Resolution is passed, to approve a special resolution for the continuance of the Corporation as an Ontario corporation under the provisions of the *Business Corporations Act* (Ontario).

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For **Against**

8. **Rolling Stock Option Plan** - If the Acquisition Resolution is passed, to approve 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 ten percent (10%) of the issued common shares at the time of the stock option grant.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

