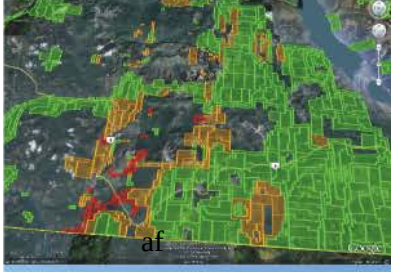
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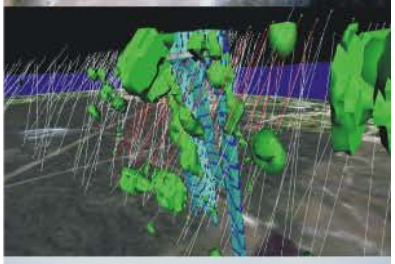


INDEPENDENT TECHNICAL REPORT

DUFAY PROPERTY

Rouyn-Noranda, Quebec, Canada

Amended and Restated

LAKESIDE MINERALS CORP.
95 Wellington St. West, Suite 1450
Toronto, Ontario, Canada
M5J 2N7

Original Date: 12 April 2011

Effective Date: 12 April 2011

Amended and Restated Date: 12 September 2011

Prepared By:

ACA HOWE INTERNATIONAL LIMITED
Felix N.F. Lee, B.Sc., P.Geo.

CARACLE CREEK INTERNATIONAL CONSULTING INC.
Jenna McKenzie, Hons.B.Sc., P.Geo.
M. Kearney, M.Sc., P.Geo.
Julie Palich, M.Sc., P.Geo.

STATEMENT OF AUTHORSHIP

This Report, titled "Independent Technical Report, Dufay Property, Rouyn-Noranda, Quebec, Canada – Amended and Restated", with Original and Effective Date: April 12th, 2011 and Amended and Restated (Signing) Date: September 12th, 2011, was prepared and signed by the following authors:

"Signed and Sealed"
_____
Felix Lee, B.Sc., P.Geo
Original Date: April 12th, 2011
Effective Date: April 12th, 2011
Amended and Restated: September 12th, 2011
Toronto, Ontario

"Signed and Sealed"
_____
Jenna McKenzie, Hon.B.Sc., P.Geo.
Original Date: April 12th, 2011
Effective Date: April 12th, 2011
Amended and Restated: September 12th, 2011
Toronto, Ontario

"Signed and Sealed"
_____
M. Kearney, M.Sc., P.Geo.
Original Date: April 12th, 2011
Effective Date: April 12th, 2011
Amended and Restated: September 12th, 2011
Toronto, Ontario

"Signed and Sealed"
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Julie Palich, M.Sc., P.Geo.
Original Date: April 12th, 2011
Effective Date: April 12th, 2011
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This report has been prepared by Caracle Creek International Consulting Inc. (CCIC) and ACA Howe International Limited (ACA Howe) on behalf of Lakeside Minerals Corp.

2011

Issued by: Toronto Office

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APPENDICES

1.0 SUMMARY

Caracle Creek International Consulting Inc. ("CCIC") of Toronto, Ontario, Canada was contracted by Lakeside Minerals Corp. ("Lakeside") of Toronto, Ontario, Canada, to review the Dufay Property (the "Property"), and prepare an Independent Technical Report (the "Report"), compliant with National Instrument 43-101 ("NI43-101"), companion policy NI43-101CP and Form 43-101F1. An initial Technical Report on the Property was prepared with an effective and submission date of April 12th, 2011. The current Report presents an amended and restated version of the initial Technical Report and is compliant with the new National Instrument 43-101 ("NI 43-101"), companion policy NI43-101CP and Form 43-101F1 format effective June 30th, 2011. In addition, changes were made to Section 7.1 – Regional Geology. The purpose of this amended and restated Technical Report by Lakeside is to meet the minimum listing requirements of the TSX Venture Exchange ("TSXV"). The effective date remains April 12th, 2011. This Amended and Restated Report has been reviewed and signed off by independent Qualified Person Mr. Felix Lee of ACA Howe International Limited ("ACA Howe").

The Dufay Property is located approximately 40 km west of Rouyn-Noranda, Quebec in the Rouyn-Noranda Mining District adjacent to Highway 117 between Rouyn-Noranda, Quebec and Kirkland Lake, Ontario. The Property consists of 53 contiguous unpatented mining claims covering 2,763 hectares located in the northwest area of Dufay Township, Quebec. All claims are currently in good standing. Tenure information was obtained from the Mining Claim Information web pages of Quebec Department of Natural Resources and Wildlife ("MRNF") (Ministry of Natural Resources and Wildlife, Quebec, 2005).

Alpaca Holdings Corp. ("Alpaca") entered into an option agreement dated October 13, 2010 with Mundiregina Resources Canada Inc., Les Explorations Carat Inc. and Diane Audet ("Vendors") to acquire all rights, title and interest in the Dufay Property. On November 15th, 2010, Alpaca Holdings Corp. changed its name to Lakeside Minerals Corp. ("Lakeside").

The Property was first staked in 1928 by a group known as Carlson Copper Syndicate (MRNF Assessment File: GM 37268, 1980). It was prospected for copper at that time, when copper-rich float was found on an adjacent north-eastern claim. Trenching and test pitting was conducted in 1928 and 1929 (MRNF Assessment Files: GM 09721, 1939 and GM 37268, 1980).

The Property is located approximately midway between the world renowned Rouyn-Noranda and the Kirkland Lake mining camps, within the Pontiac Subprovince of the Archean Superior Province some 4 km south of the Cadillac-Larder Lake Break and the Abitibi Subprovince. The southern portion of the Superior Province in Quebec hosts the Abitibi and Pontiac Subprovinces. The two Subprovinces are separated by the Cadillac-Larder Lake Break, an east-west structure over 200 km in length extending in Ontario and Quebec. Most of the mineral deposits of the Abitibi lie along or in association with this structure.

The southeast area of claim 103280 is underlain by sediments and granite that is cut by a gabbro dyke averaging 100 feet (=30.48 m) in width, and striking N45°E. This gabbro dyke is displaced ~500 feet (=152.4 m) to the north by an N-S fault. A NE-trending band of talc schists is also noted. The northwest portion of the original Carlson Mines Ltd's claim group is underlain chiefly by sheared and altered Temiscaming greywackes and interbedded quartzites. These units are cut by dykes and irregular bodies of granite, syenite and porphyry. Altered sediments have a general strike of N60°E and dip from 40 to 70°NW.

Based on a review of assessment reports and drill logs, the following types of mineralization occur in the general area of the Property.

1. Disseminated to blebby chalcopyrite plus pyrite in quartz veins, quartz stringers and stockwork. Examples are Veins No 1, 2 and 3, which are discussed below (MRNF Assessment File GM37268, 1980). Locally this type of mineralization may assay up to several percent copper (up to 16% over 3.04 ft [=0.93m] in Hole No.2, [GM03694, 1939]) and may contain up to several grams/tonne gold. Hole No.17 was reported to intersect 10.3 feet (3.14m) of core (true width of 7.3ft [2.23m]) averaging $9.00 in gold per from this intersection (RP 150(A), 1939) (8.82 g/t Au based on historic gold price of $35.00 USD per troy ounce as quoted in GM 03694, 1939). It should be noted that much of this type of mineralization in drill core was only assayed for copper and not assayed for gold.

2. Massive pyrite plus chalcopyrite veins. Examples are found in hole S-4, which cut a 20 foot (= 6.1 m) section of massive pyrite plus chalcopyrite (MRNF Assessment Report GM 9735A, 1945). Copper and gold assay values of interest are reported over narrow widths.

3. Disseminated sulphides in granitic gneiss and felsic granitoid rocks. An example is noted in hole 19, where an approximate 36 foot (=10.97 m) section of granitic gneiss was logged to be weakly

mineralized with up to 2% chalcopyrite (MRNF Assessment File: GM 09723, 1941). This type of mineralization was largely overlooked and was not assayed for copper or gold.

There are no NI 43-101 compliant mineral resource estimates or mineral reserve estimates on the Dufay Property.

Lakeside contracted CCIC, to complete an EarthProbe survey consisting of high resolution direct current resistivity and induced polarization (IP) on the Dufay Property in February-March 2011. The purpose of the survey was to test the high-resolution IP/resistivity response over the Lac Papitose showing, to determine if the ground displays chargeable and/or conductive anomalies, and to identify potential drill targets associated with three known magnetic anomalies within 180-200m of the surface. High resolution surface IP was collected over ten lines in three areas. The Qualified Persons of this Report consider the survey to be successful in that it demonstrated several chargeable anomalies, especially in the Central Grid covering the known mineralization. It is therefore considered to have met its original objectives.

The Qualified Persons of this Report feel that the review of historic exploration data and the 2011 IP survey results indicate that further exploration on the Property is warranted. The primary gold potential exists in quartz-carbonate-pyrite-chalcopyrite vein structures characteristic of the Larder Lake – Cadillac Break area mineralization. The proximity to this regional structure and its possible splays and faulting enhances its potential. This does not preclude the possibility of granite – related mineralization nor does it exclude the possibility of a low – grade gold mineralization hosted by various rock types as noted in Section 7.3 - Mineralization and Section 12.1 - CCIC Site Visit.

To further explore the Dufay Property, it is recommended to conduct a work program consisting of an office-based 2/3D compilation and a summer field exploration program. The compilation will generate a 3D Earth Model for the project that would help better visualize the data that exists throughout the entire Property as well as the detailed information over claims 103279, 103280 and 103281. This compilation will endeavour to include all historical data available from MRNF assessment reports, government work and published articles, as well as historic diamond drill holes, logs and assay results. Particular attention will be geared towards the identification and width of zones of shearing, quartz veining and mineralization. This compilation will attempt to correlate intersections between drill holes, as well as results from geological mapping of outcrops, trenching results and grab and channel sample results. The data from EarthProbe will be inverted and incorporated into this model, as well as any additional geophysical and geochemical surveys and their respective anomalies. Topographic, SRTM data, airborne geophysics and other existing imagery will be reviewed and incorporated to help identify structural

lineaments, locations of areas of outcrop, zones of major contacts, and correlation with known geological mapping.

CCIC further recommends a field program consisting of stripping, geological mapping, structural mapping, geochemical soil sampling and a high resolution airborne geophysics survey. Further stripping of the area exposed by Les Explorations Carat in 2007-2008 is recommended to increase the area exposed for bedrock mapping. The bedrock mapping program will help create a consistent nomenclature and interpretation of lithologic units on the Property. General mapping will be conducted over the area of the Lac Papitose showing and detailed mapping will be conducted over areas of selected outcrops to determine structure and plunge of mineralization. Prospecting and mapping should also be conducted over known geophysical anomalies as well as interpreted fault and shear zones. Concurrent grab sampling of rock types will help understand their geochemical nature. Due to the multiple deposit types in the regional area, it is necessary to determine the mode of occurrence of gold or base metals on the Property. Re-assaying of previously sampled lithological units is recommended for this phase. It is also recommended to assay for base metals as well as gold, as significant copper intercepts have been reported in historic work. The structural data of the Dufay Property should also be mapped during this program to understand the relationship between the quartz veins and the shear/deformation zones. A geochemical orientation survey is recommended to determine the most adequate geochemical method to use for future exploration. The orientation survey should be conducted over known showings, areas where diamond drill holes intersected mineralization, geophysical anomalies of interest and interpreted fault and shear zones. A high resolution airborne geophysical survey (such as helicopter-borne Mag/EM survey) is also recommended. The estimated cost for a Phase 1 exploration program is $513,375 CAD.

2.0 INTRODUCTION

2.1 Introduction

Caracle Creek International Consulting Inc. ("CCIC") of Toronto, Ontario, Canada was contracted by Lakeside Minerals Corp. ("Lakeside") of Toronto, Ontario, Canada, to review the Dufay Property (the "Property"), and prepare an Independent Technical Report (the "Report"), compliant with National Instrument 43-101 ("NI43-101"), companion policy NI43-101CP and Form 43-101F1. An initial Technical Report on the Property was prepared with an effective and submission date of April 12th, 2011. The current Report presents an amended and restated version of the initial Technical Report and is compliant with the new National Instrument 43-101 ("NI 43-101"), companion policy NI43-101CP and Form 43-101F1 format effective June 30th, 2011. In addition, changes were made to Section 7.1 – Regional Geology. The purpose of this amended and restated Technical Report by Lakeside is to meet the minimum listing requirements of the TSX Venture Exchange ("TSXV"). The effective date remains April 12th, 2011. This Amended and Restated Report has been reviewed and signed off by independent Qualified Person Mr. Felix Lee of ACA Howe International Limited ("ACA Howe").

The information, conclusions and recommendations contained herein are based on a review of digital and hard copy data and information supplied by Lakeside, as well as public-domain geological and exploration data for the Property in the form of Quebec Assessment Reports, relevant mining and geological literature and data generated by the 2011 EarthProbe survey, and a high-resolution surface DCIP survey conducted by CCIC. All assessment reports and literature reports used as a source of information for this Technical Report are listed in the Reference section 27.0.

Felix Lee, B.Sc., P.Geo visited the Dufay Property on September 6th, 2011 as described in Section 12.0 – Data Verification. M. Kearney, M.Sc., P. Geo. also visited the Dufay Property Dufay Property on April 1st and 2nd, 2011. The other authors of this Report have not visited the Property.

2.2 Terminology

3D Earth Model: A compilation of all existing digital data for a given property in a 3D platform such as Gocad. This may include but is not limited to: geology, drilling information, geophysics, topography, infrastructure, cultural information, etc.

EarthProbe: A high-resolution surface and borehole DCIP Induced Polarization/Resistivity survey system operated by CCIC

Gamma (magnetic field strength): A unit of measurement of total magnetic field strength. One gamma is equal to one nanoTesla (1 gamma = 1nT).

ICP-MS: Inductively Coupled Plasma - Mass Spectrometer: An instrument capable of determining the concentrations of 70+ elements simultaneously by measuring the mass of ions generated by an argon gas plasma heated to 10,000°K and passing through a magnetic quadrupole to the detector. Capable of ultra-low detection limits (ppb to ppt) with very wide linear ranges (up to 7 orders of magnitude) (Acme Analytical Laboratories Ltd: www.acmelab.com).

MRNF: Ministère de Ressources Naturelles et de la Faune, Quebec

QA/QC: Quality Assurance/ Quality Control

2.3 Units

The Metric System is the primary system of measure and length used in this Report and is generally expressed in kilometres (km), metres (m) and centimetres (cm); volume is expressed as cubic metres (m^3), mass expressed as metric tonnes (t), area as hectares (ha), and gold and silver concentrations as grams per tonne (g/t). Conversions from the Metric System to the Imperial System are provided below and quoted where practical. Many of the geologic publications and more recent documents now use the Metric System but older documents almost exclusively refer to the Imperial System. In this Report, historical data is provided in its original Imperial System format and converted to the Metric System in brackets. Metals and minerals acronyms in this report conform to mineral industry accepted usage and the reader is directed to www.maden.hacettepe.edu.tr/dmmrt/index.html for a glossary.

Conversion factors utilized in this report include:

- 1 troy ounce/ton = 34.285714 grams/tonne
- 1 gram/tonne = 0.029167 troy ounces/ton
- 1 troy ounce = 31.103477 grams
- 1 gram = 0.032151 troy ounces

- 1 imperial ton = 1.016047 tonnes
- 1 foot = 0.3048 metres
- 1 inch = 0.0254 metres
- 1 mile = 1.609344 kilometres

The term gram/tonne or g/t is expressed as "gram per tonne" where 1 gram/tonne = 1 ppm (part per million) = 1000 ppb (part per billion). The mineral industry accepted terms Au g/t and g/t Au are substituted for "grams gold per metric tonne" or "g Au/t". Other abbreviations include ppb = parts per billion; ppm = parts per million; oz/t = troy ounce per short ton; Moz = million ounces; Mt = million tonne; t = tonne (1000 kilograms); SG = specific gravity; lb/t = pound/ton; and, st = short ton (2000 pounds).

Historic reporting on the Dufay Property often quotes copper assay results in percentage (% copper) format and gold assay results in Dollars per ton ("$/ton gold"). The Qualified Persons of this Report have elected to quote these historic prices. A table published by the National Mining Association ("NMA") titled "Historical Gold Prices – 1833 to Present" presents the average price of gold per troy ounce per year dating back to 1833 (National Mining Association, 2011). This table has been used throughout this report to convert historic gold assay results from $/ton gold to grams gold per metric tonne ("g/t Au"). The Qualified Persons of this Report have not conducted an extensive research of the historic gold benchmarks. The Qualified Persons of this Report also assume that historic prices are quoted in United States Dollars ("USD"). Given this information, the intent of this conversion is to estimate grams per metric tonne ("g/t Au") where quoted in historic reports. This information cannot be relied upon for accuracy.

Where quoted, Universal Transverse Mercator (UTM) coordinates are provided in the datum of Canada, NAD83, UTM Zone 17N.

2.4 Qualifications

Caracle Creek International Consulting Inc. is an international consulting company with the head office of Canadian operations based in Sudbury, Ontario, Canada. CCIC provides a wide range of geological and geophysical services to the mineral industry. With offices in Canada (Sudbury and Toronto, Ontario and Vancouver, British Columbia) and South Africa (Johannesburg), CCIC is well positioned to service its international client base.

CCIC's mandate is to provide professional geological and geophysical services to the mineral exploration and development industry at competitive rates and without compromise. CCIC's professionals have international experience in a variety of disciplines with services that include:

- Exploration Project Generation, Design and Management
- Data Compilation and Exploration Target Generation
- Property Evaluation and Due Diligence Studies
- Independent Technical Reports (43-101)/Competent Person Reports
- Mineral Resource/Reserve Modelling, Estimation, Audit; Conditional Simulation
- 3D Geological Modelling, Visualization and Database Management

In addition, CCIC has access to the most current software for data management, interpretation and viewing, manipulation and target generation.

At the request of the TSX regulators, independent Qualifed Person Mr. Felix Lee B.Sc., P.Geo, president of ACA Howe International Limited was hired to conduct a site visit and sign-off on this Amended and Restated Report. ACA Howe International is an international geological and mining organisation that provides consulting, management and contracting services to the mining industry. The company has been active worldwide since it was incorporated in 1960 and operates from offices in Toronto, Canada and London, England. Mr. Lee is a registered geoscientist in good standing with the Association of Professional Geoscientists of Ontario (APGO #0758). Mr. Lee has worked since 1987 as a geologist in the mining industry on early-stage exploration and advanced-stage development projects in Canada, the United States, Mexico, Europe, South America, Central Asia, Asia and Africa. Mr. Lee has co-authored or contributed to several Independent Technical Reports (NI 43-101). Mr. Lee visited the Property on September 6th, 2011 and is jointly responsible for the entire Report.

Qualified Person and co-author for this Report is Ms. Jenna McKenzie, Hon. B.Sc., P.Geo. Ms. McKenzie, Geophysicist for CCIC Canada, is a geoscientist in good standing with the Association of Professional Geoscientists of Ontario (APGO #1653). Ms. McKenzie has worked since 2001 as a geophysicist in the mining industry on a variety of exploration properties such as diamond-bearing kimberlite, potash, lithium, gold and Ni-Cu-PGE. Ms. McKenzie has co-authored or contributed to several Independent Technical Reports (NI 43-101). Ms. McKenzie did not visit the Property and is jointly responsible for the entire Report.

Qualified Person and co-author for this Report is M. Kearney, M.Sc., P.Geo. M. Kearney, Associate Consulting Geologist to CCIC Canada, is a geoscientist in good standing with the Association of Professional Geoscientists of Ontario (APGO #0540) and received a Special Authorization from the Ordre des Géologues du Québec ("OGQ") (number 178) to practice geology on the Dufay Property on behalf of CCIC. This Special Authorization is valid from April 1st, 2011 to June 31st, 2011. M. Kearney has been engaged in mining exploration since 1967 and has been practicing as a Consulting Geologist since 1979. M. Kearney visited the Property on April 1st and 2nd, 2011 and is jointly responsible for the entire Report.

Qualified Person and co-author for this Report is Ms. Julie Palich, M.Sc., P.Geo. Ms. Palich, Geophysicist for CCIC Canada, is a geoscientist in good standing with the Association of Professional Geoscientists of Ontario (APGO #1880). Ms. Palich has worked in the mineral exploration industry since 1996, specializing in geophysics and hydrogeochemistry. Ms. Palich did not visit the Property and is responsible for the geophysical aspects of this Report.

Certificates of Qualifications are provided in Appendix I.

3.0 RELIANCE ON OTHER EXPERTS

The Qualified Persons of this Report have completed this Report in accordance with the methodology and format outlined in National Instrument 43-101, companion policy NI 43-101CP and Form 43-101F1, according to the new format effective June 30, 2011. This Report was prepared by competent and professional individuals from CCIC and ACA Howe on behalf of Lakeside and is directed solely for the development and presentation of data with recommendations to allow Lakeside and current or potential partners to reach informed decisions.

The information, conclusions and recommendations contained herein are based on a review of digital and hard copy data and information supplied to CCIC and ACA Howe by Lakeside, as well as various published geological reports, and discussions with representatives from Lakeside who are familiar with the Property and the area in general.

The Report authors have relied exclusively on information provided by Lakeside regarding land tenure, underlying agreements and technical information not in the public domain, and all of these sources appear to be of sound quality. The majority of the technical data found in this Report is from assessment reports and other publicly available documents. The Qualified Persons of this Report are unaware of any

additional technical data other than that presented by Lakeside or its agents. The Qualified Persons of this Report did not conduct an in-depth review of mineral title and ownership and the title ownership and status of claims as outlined in this Report was obtained from Lakeside. While title documents and option/purchase agreements were reviewed for this study as provided by Lakeside, it does not constitute, nor is it intended to represent, a legal, or any other opinion as to title.

The dates, titles and authors of all reports that were used as a source of information for this Technical Report are listed in the "References" section of this report. The dates and authors of these reports also appear in the text of this Report where relevant, indicating the extent of the reliance on these reports.

4.0 PROPERTY DESCRIPTION AND LOCATION

4.1 Location

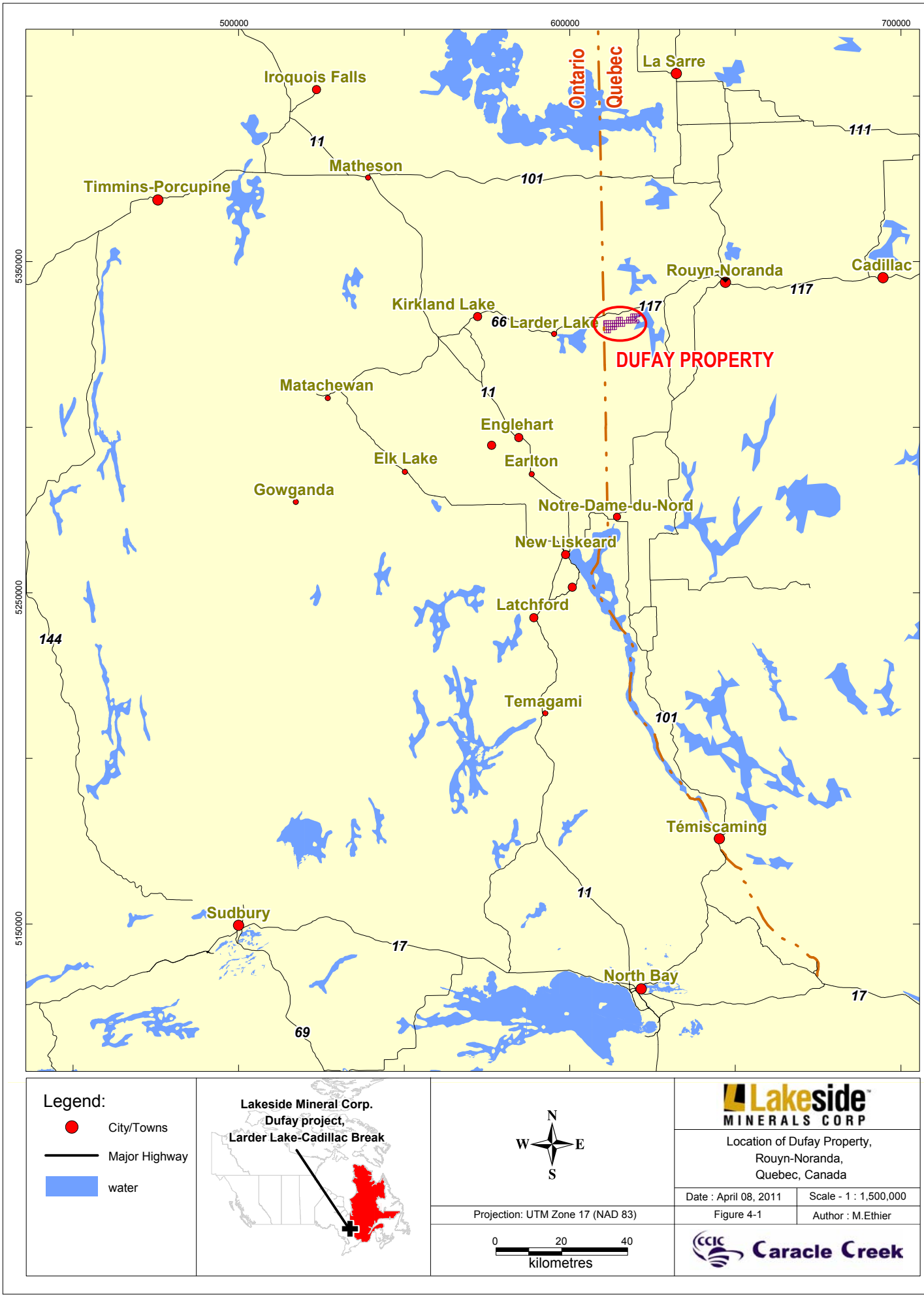
The Dufay Property is located approximately 40 km west of Rouyn-Noranda, Quebec in the Rouyn-Noranda Mining District adjacent to Highway 117 between Rouyn-Noranda, Quebec and Kirkland Lake, Ontario. The claims are centered approximately 40 km west of Noranda, south of Highway 117 adjacent to the Ontario border. The Property is geographically centered at approximately NAD83, UTM Zone 17N 615921 mE, 5331367 mN or in latitude and longitude at 48.125° N, -79.4422º W. The Property lies within the National Topographic System (NTS) map sheets 32D03 and 32D04. The Property consists of 53 contiguous unpatented mining claims covering 2,763 hectares located in the northwest area of Dufay Township, Quebec (Table 4-1, Figure 4-1).

Table 4-1. Dufay Property Claim Information

Claim ID	Claim Cell Location	Area (ha)	Registry Date	Expiry Date	Required Work	Banked Work	Claim Owner
2233092	32D04 X 0014 0059 0	57.0	11/05/2010	10/05/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204212	32D03 X 0015 0008 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204207	32D03 X 0015 0003 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204210	32D03 X 0015 0006 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2233090	32D03 X 0016 0001 0	57.0	11/05/2010	10/05/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204912	32D03 X 0017 0014 2	0.0	11/02/2010	10/02/2012	$ 500.00	$ -	Mundiregina Resources Canada Inc.
2204894	32D03 X 0016 0003 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2220369	32D04 X 0016 0060 0	57.0	26/04/2010	25/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2215240	32D03 X 0014 0001 0	57.0	16/04/2010	15/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204209	32D03 X 0015 0005 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2220368	32D04 X 0016 0059 0	57.0	26/04/2010	25/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204202	32D03 X 0014 0002 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204895	32D03 X 0016 0004 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204203	32D03 X 0014 0003 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2252193	32D04 X 0016 0058 0	6.0	30/09/2010	29/09/2012	$ 500.00	$ -	Mundiregina Resources Canada Inc.
2204911	32D03 X 0017 0014 1	32.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204896	32D03 X 0016 0008 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2252191	32D04 X 0015 0058 0	7.0	30/09/2010	29/09/2012	$ 500.00	$ -	Mundiregina Resources Canada Inc.
2204907	32D03 X 0018 0014 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204908	32D03 X 0018 0015 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2220367	32D04 X 0015 0059 0	57.0	26/04/2010	25/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204898	32D03 X 0016 0010 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2233089	32D03 X 0013 0001 0	57.0	11/05/2010	10/05/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204902	32D03 X 0017 0011 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2252192	32D04 X 0015 0060 0	57.0	30/09/2010	29/09/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204913	32D03 X 0018 0016 1	36.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204206	32D03 X 0015 0002 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2215242	32D04 X 0014 0060 0	57.0	16/04/2010	15/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204901	32D03 X 0016 0013 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204905	32D03 X 0018 0012 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204897	32D03 X 0016 0009 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204893	32D03 X 0016 0002 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.

Claim ID	Claim Cell Location	Area (ha)	Registry Date	Expiry Date	Required Work	Banked Work	Claim Owner
2204909	32D03 X 0016 0014 1	37.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204904	32D03 X 0017 0013 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204205	32D03 X 0015 0001 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2252190	32D04 X 0014 0058 0	7.0	30/09/2010	29/09/2012	$ 500.00	$ -	Mundiregina Resources Canada Inc.
2204903	32D03 X 0017 0012 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2215241	32D04 X 0013 0060 0	57.0	16/04/2010	15/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204900	32D03 X 0016 0012 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204899	32D03 X 0016 0011 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204211	32D03 X 0015 0007 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2233091	32D04 X 0013 0059 0	57.0	11/05/2010	10/05/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2220366	32D03 X 0017 0010 0	57.0	26/04/2010	25/04/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204208	32D03 X 0015 0004 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204910	32D03 X 0016 0015 1	55.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204906	32D03 X 0018 0013 0	57.0	11/02/2010	10/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
2204204	32D03 X 0014 0004 0	57.0	03/02/2010	02/02/2012	$1,200.00	$ -	Mundiregina Resources Canada Inc.
103279	32D03 X 0017 0005 0	57.0	15/11/2005	14/11/2011	$1,200.00	$ 2,964.38	Jean Robert
103281	32D03 X 0017 0007 0	57.0	15/11/2005	14/11/2011	$1,200.00	$ -	Jean Robert
2181771	32D03 X 0016 0005 0	57.0	27/03/2009	26/03/2011*	$1,200.00	$ -	Diane Audet
2162327	32D03 X 0016 0006 0	57.0	25/06/2008	24/06/2012	$1,200.00	$ 573.14	Jean Robert
2162328	32D03 X 0016 0007 0	57.0	25/06/2008	24/06/2012	$1,200.00	$ -	Jean Robert
103280	32D03 X 0017 0006 0	57.0	15/11/2005	14/11/2011	$1,200.00	$18,282.38	Jean Robert

*a renewal application for this claim has been submitted and is being processed as of the effective date of this Report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Ontario
Quebec
La Sarre
Iroquois Falls
11
111
Matheson
101
Timmins-Porcupine
Cadillac
Rouyn-Noranda
117
Kirkland Lake
66
Larder Lake
DUFAY PROPERTY
Matachewan
11
Englehart
Elk Lake
Earlton
Gowganda
Notre-Dame-du-Nord
New Liskeard
Latchford
144
Temagami
101
Témiscaming
11
Sudbury
17
North Bay
69
Legend:
City/Towns
Major Highway
water
Lakeside Mineral Corp.
Dufay project,
Larder Lake-Cadillac Break
N
W
E
S
Projection: UTM Zone 17 (NAD 83)
0
20
40
kilometres
Lakeside MINERALS CORP
Location of Dufay Property,
Rouyn-Noranda,
Quebec, Canada
Date : April 08, 2011
Scale - 1 : 1,500,000
Figure 4-1
Author : M.Ethier
Caracle Creek

All claims are currently in good standing. Tenure information was obtained from the Mining Claim Information web pages of Quebec Department of Natural Resources and Wildlife ("MRNF") (Ministry of Natural Resources and Wildlife, Quebec, 2005). Table 41 denotes the amount of expenditure required to keep each claim in good standing. Excess work can be banked and used during subsequent years.

4.2 Description and Ownership

Alpaca Holdings Corp. ("Alpaca") entered into an option agreement dated October 13, 2010 with Mundiregina Resources Canada Inc., Les Explorations Carat Inc. and Diane Audet ("Vendors") to acquire all rights, title and interest in the Dufay Property comprising 53 unpatented mining claims covering 2,763 hectares in Dufay and Dassert Townships in Quebec (Table 4-1 and Figure 4-2) (see Appendix II).

Terms of the option agreement include:

1. Issue one million (1M) common shares of Alpaca and $25,000.00 to the Vendors.

2. Further compensation of:

    a) $50,000.00 and 250,000 common shares of Alpaca on the first anniversary of Agreement
    b) $75,000.00 and 250,000 common shares of Alpaca on the second anniversary of Agreement
    c) $100,000.00 and 1M common shares of Alpaca on the third anniversary of Agreement.

3. Complete a reverse take-over transaction with reporting issuer and list on TSX Venture Exchange.

4. Within the first 18 months spend $500,000.00 in exploration on mining claims and an additional $500,000.00 within the second 18 months of execution of option agreement.

A 2% NSR is payable to the Vendors. Alpaca maintains the right to acquire half (1%) of the NSR from the Vendors upon payment of $500,000.00. A copy of the option agreement can be found in Appendix II. On November 15th, 2010, Alpaca Holdings Corp. changed its name to Lakeside Minerals Corp. ("Lakeside").

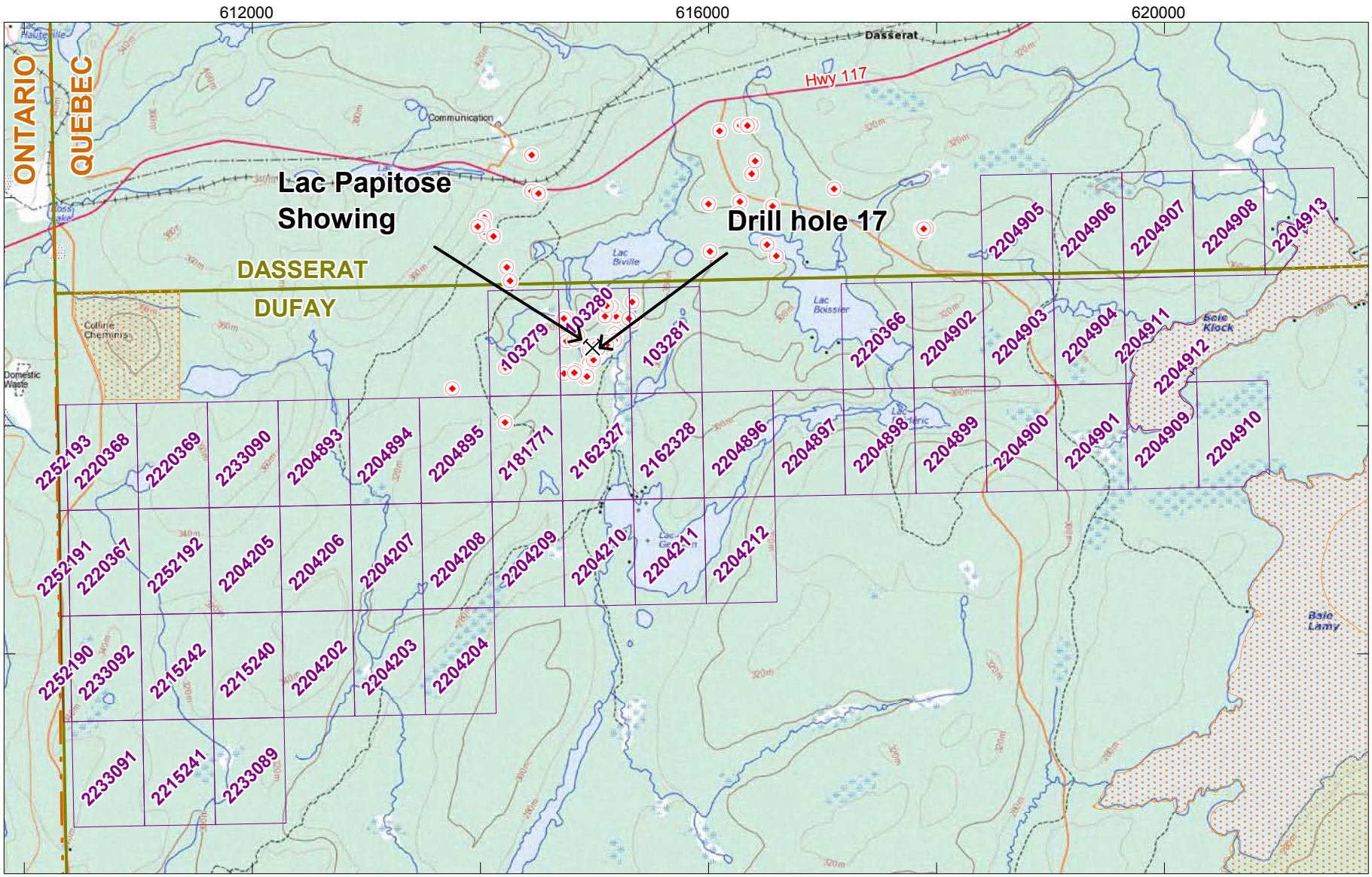
Surface tenure information was provided by the MRNF through the SITAT database for the townships of Dufay and Dassarat, current to September 1st, 2005. The following Lots and Ranges correspond to the Dufay Property: Dassarat Township: Range I, Lot 30-43; Dufay Township: Range VIII, Lot 1-15, Range IX, Lot 1-40, and Range X, Lot 1-40. According to this information, no surface tenure exists on the Dufay

Property. The surface rights are therefore likely deferred to the Crown, however this can be confirmed by the work of a private surveyor (based on a discussion with Aurélie Couture-Boissinot of the MRNF). Surface rights transactions dating after September 1st 2005 are recorded with the Registre Foncier du Quebec. The Qualified Persons of this Report have not conducted an extensive review of the Surface Rights for the Dufay Property for the purposes of this report. There are no issues with respect to legal access to the Property.

To the best of the knowledge of the Qualified Persons of this Report, there are no known royalties, back-in rights, payments and other agreements and encumbrances on the Dufay Property other than the agreement between Lakeside and the Vendors. To the best of authors' knowledge, there are no environmental liabilities on the Dufay Property.

As summarized in Section 9 – Exploration, CCIC conducted a surface "EarthProbe" high resolution induced polarization and resistivity survey on the Dufay Property. No permits were required to conduct the work.

The Qualified Persons of this Report are unaware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.



Legend:

- Claim Boundaries
- Lac Papitose Showing
- Historical Drilling
- Protected Zone
- Quebec Townships

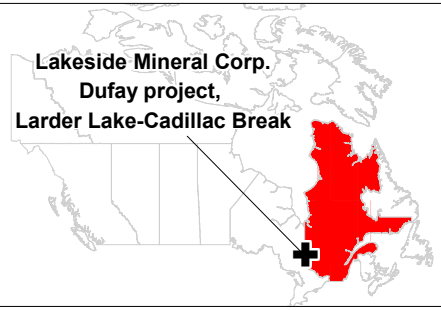


Image Reference:
1:50k Canada Topographic Map Mosaic (32d/04-32d03)

N
W E
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Projection: UTM Zone 17 (NAD 83)

0 0.5 1
kilometres

Lakeside MINERALS CORP

Dufay Property Claim Map

Date: April 08, 2011	Scale - 1 : 50,000
Figure 4-2	Author : M.Ethier

CCIC Caracle Creek

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE, AND PHYSIOGRAPHY

5.1 Access

The Dufay Property can be accessed by driving 40 km from Rouyn-Noranda westward on Hwy. 117 to the Ontario-Quebec provincial boundary, then southwards along an access road for a distance of 2 km. From here a secondary road then leads south-east to the western Property claims. The eastern Property claims are approximately a distance of 38 kilometres west of the city of Rouyn-Noranda. Many logging, recreational and mining secondary access roads allow access to the Property.

5.2 Physiography, Climate and Vegetation

The Property is located in the Abitibi lowlands in the immediate area of the Larder Lake – Cadillac Deformation Zone, a major regional crustal break that trends from the Ontario-Quebec border eastwards towards the city of Rouyn-Noranda. The local terrain is rolling, characterized by many high ridges that are abruptly broken by low swampy areas and predominantly wooded with coniferous forests mainly black spruce and dotted by numerous lakes and streams.

Overburden consists of till covered by lake deposits and more recent organic matter (marsh and bog), alluvial deposits associated with flood plains and soils. Generally there is limited outcrop except on hilly areas and lake shores. The younger sediments give hilly and locally steep terrain. Average elevation is 300 metres and maximum elevation is 450 metres.

The regional climate can be described as modified continental with short, warm summers and long cold winters. The daily average temperatures in summer reach a maximum of 24°C while daily average winter temperatures is -23.6ºC. The region receives an average of 58.74 cm of rain and 288.9 cm of snow a year. In some parts of the claims, winter allows more practical access when swamps and lakes are frozen.

5.3 Infrastructure and Local Resources

Local resources and infrastructure are good in the area. The Town of Larder Lake is approximately 15 km west of the interprovincial Ontario-Quebec border, Rouyn-Noranda is approximately 40 km to the east of the Property. The closest airport is located in Rouyn-Noranda. This area is part of a long history of mining and exploration from Kirkland Lake, Noranda and Val d'Or, Quebec. These towns provide an ample workforce of trained miners and exploration geologists and prospectors, transportation including rail, air

and road, and good infrastructure. Supplies and services of all types are available especially in Rouyn-Noranda. Motels, hotels and lodges afford good lodging in summer and winter.

The electrical power grid is easily within reach and the Canadian National Railway (CNR) and a natural gas trunk line run parallel to Highway 117 and are accessible from the Property. Water is available from local lakes and rivers.

The Dufay Property is in the exploration stage and does not yet have NI 43-101 compliant resources; therefore, discussion on the sufficiency of surface rights for mining operations, potential tailings storage areas, potential waste disposal areas, heap leach pad areas and potential processing plant sites was not explored for the purposes of this Report.

6.0 HISTORY

The following history of the Dufay Property was compiled from extensive review of the Quebec Ministère de Ressources Naturelles et de la Faune ("MRNF") Assessment Files. These files are assigned a prefix of 'GM' or 'RP' and are found on the MRNF website SIGEOM (http://www.mrnfp.gouv.qc.ca/produits-services/mines.jsp). All historical information listed in this section identifies the source and date of this information as well as relevance and reliability. No mining production has been completed on the Property.

Historic reporting on the Dufay Property often quotes copper assay results in percentage (% copper) format and gold assay results in Dollars per ton ("$/ton gold"). The Qualified Persons of this Report have elected to quote these historic prices. Where possible, historic prices are quoted directly from MRNF Assessment reports. Otherwise, a table published by the National Mining Association ("NMA") titled "Historical Gold Prices – 1833 to Present" presents the average price of gold per troy ounce per year dating back to 1833. This table has been used throughout this report to convert historic gold assay results from $/ton gold to grams gold per metric tonne ("g/t Au"). The Qualified Persons of this Report have not conducted an extensive research of the historic gold benchmarks. The Qualified Persons of this Report also assume that historic prices are quoted in United States Dollars ("USD"). Given this information, the intent of this conversion is to estimate grams per metric tonne ("g/t Au") where quoted in historic reports. The Qualified Persons of this Report have not verified any of the historic drill or assay results. This information cannot be relied upon for accuracy.

All historical work discussed below was conducted within the current bounds of the Lakeside Dufay Property, with the majority of work focused within claim cell 103280 and its immediate vicinity. Historical work that extended outside the current bounds of the Lakeside Dufay Property is distinguished in the text below.

6.1 Carlson Copper Syndicate (1928-1937)

The Property was first staked in 1928 by a group known as Carlson Copper Syndicate (MRNF Assessment File: GM 37268, 1980). It was prospected for copper at that time, when copper-rich float was found on an adjacent north-eastern claim. Trenching and test pitting was conducted in 1928 and 1929 (MRNF Assessment Files: GM 09721, 1939 and GM 37268, 1980).

Drilling on the Property was first conducted by Carlson Copper Syndicate in June and July of 1929. A total of 12 holes, 3000 ft (=914.4 m), were drilled and logged (MRNF Assessment File: GM 03694, 1939, RP 150(A), 1939). The holes were spaced over a length of 1300 feet (=396.24 m), with average spacing of 249 feet (=75.9 m). Sulphide mineralization was estimated in each hole. The company reported an intersection of 3.04 feet (=0.93 m) of 16% copper in hole No.2. Hole No.10 showed an average grade of 2.34% copper over 7.66 feet (=2.33 m) of vein intersections (GM03694, 1939). Surface assays samples were reported to be up to $3.80 in gold per ton across 4.5 feet (RP 150(A), 1939) (=6.32 g/t Au over 1.37m based on historic gold price of $20.63 USD per troy ounce in 1929, National Mining Association, 2011). The main vein was also explored by surface trenching in 1929 (RP 150(A), 1939). This vein is later termed Vein No.1 (GM 09723, 1941) and is said to follow the granite-sedimentary contact, striking N50^{o}E. Vein No. 2, striking N58^{o}E and Vein No. 3, striking N50^{o}E were later identified through trenching and pitting (GM 09723, 1941)

The report published by the Quebec Bureau of Mines by S.H Ross et al, 1939, indicates that a vertical quartz vein mineralized with chalcopyrite, striking N45^{o}E was traced by trenching southwest from the fault for approximately 2500 feet (=762 m). This work exposed vein widths ranging from 3 to 13 feet (=0.91 m to 3.96 m) with an average of 5 feet (=1.52 m), and followed the contact of a small body of granite with greywacke. The vein was also found to cut the granite for part of its length (RP 150(A), 1939).

6.2 Carlson Copper Mines (1937–1960)

Carlson Copper Mines Ltd. was incorporated in September 1937 to take over the assets of Carlson Copper Syndicate (MRNF Assessment File: GM 37268, 1980).

In 1939, Carlson Copper Mines conducted 1000 feet (304.8m) of diamond drilling in three holes (Nos. 15, 16 and 17) (MRNF Report:RP 150(A), 1939). Hole No.17, in a drilled southeast direction, cut the main vein at a depth of 410 feet (124.97m). The company reported 10.3 feet (3.14m) of core (true width of 7.3 feet [2.23m]) averaging $9.00 in gold per ton from this intersection (RP 150(A), 1939) (8.82 g/t Au based on historic gold price of $35.00 USD per troy ounce as quoted in GM 03694, 1939). This showing later became named the "Lac Papitose" showing and is categorized as such in the Quebec MRNF Metallic Deposit and Mineralized Body database (MRNF Metallic Deposit Profile, 2011). According to a the Metallic Deposit profile for Lac Papitose retrieved from the MRNF in 2004, the best gold assay recorded from drilling was 36 g/t Au over 6m, however the Qualified Persons of this Report have been unable to locate the source of this information in historic drill logs or assay results. The Qualified Persons of this Report have been informed by Lakeside that this is potentially an erroneous transcription of the results of drill hole S-4 (MRNF Metallic Deposit Profile, 2004, GM 09735A, 1945). It is also noted that an 18 foot (5.49m) shaft exposes a 6 to 16 inch (0.15m to 0.4m) wide, N45^{o}E striking, vertical quartz vein, which cuts a sheared greywacke that strikes N30^{o}W. This vein is noted to be a short distance north of the main vein. This vein diverges at the bottom of the shaft to form a series of parallel stringers, with over-all width of 4 feet (1.22m). This vein is reported to be sparingly mineralized with disseminated chalcopyrite which also penetrates the wall-rock for several inches along shearing planes (RP 150(A), 1939).

In 1941, a magnetometer survey was carried out by H.J. Logan, consulting engineer for Carlson Copper Mines (MRNF Assessment File: GM 09723, 1941). This survey tested three areas: the fault zone along the creek, the large swamp southwest of the No. 1 vein, and the porphyry-carbonate zone in claim T9278. The strongest results of this survey were reported to be obtained 150 and 200 feet (45.72m – 60.96m) southeast of the pits in the carbonate zone of the porphyry (GM 09723, 1941). Two diamond drill holes (No. 18 and 19) were completed from November 1940 to March 1941 totalling 789.8 feet (240.73m). Large widths of mineralized quartz with low gold and copper values, assaying up to $2.80 in gold per ton and 3% copper were obtained in the drilling (GM 09723, 1941) (2.84 g/t Au based on historic gold price of $33.85 USD per troy ounce in both 1940 and 1941, National Mining Association, 2011). Only summary assay results exist for the holes. Hole 19 noted intersections of granite gneiss with mineralized 2% chalcopyrite, however the report does not indicate if the sulphides contain gold (GM 09723, 1941).

In 1945, twenty six drill holes were completed on the Property (S-1-S-26) (MRNF Assessment File: GM 9735-B, 1945). Holes S-4 cut the main zone (Vein No. 1) from 215 to 252.3 feet (65.53m – 76.90m) and gave assays up to $1.05 over 0.8 feet and 13.65% copper over 0.5 feet (0.15m) (MRNF Assessment File:

GM 09724, 1945) (1.04 g/t Au over 0.24m based on historic gold price of $34.71 USD per troy ounce in 1945, National Mining Association, 2011).

In 1950, a ground magnetic survey was conducted on two separate grids at 40 foot (12m) line spacing oriented northeast and 50 foot (15m) station spacing (MRNF Assessment File: GM 00732, 1950). No major targets were identified.

6.3 New Consolidated Canadian Exploration Ltd (1960)

In 1960, the Property was apparently optioned to New Consolidated Canadian Exploration Ltd. (MRNF Assessment Files: GM 37268, 1980 and GM 43191, 1986). The company conducted some line cutting at 200 foot (61m) intervals and carried out electromagnetic and self potential surveys. No results were reported.

6.4 Kerr Addison Mines Ltd. (1968)

In 1968, Kerr Addison Mines Ltd. optioned the Property from H.J. Logan, P.Eng. and conducted an electromagnetic survey (MRNF Assessment File: GM 23404, 1968). This historic property consisted of 25 40-acre claims with 24 claims in the Dufay Township and 1 claim in Dasserat Township. The Survey was conducted from November 11th to November 27th, 1968. A Base Line was established oriented N60^{o}E and cross-lines were cut at 300 foot (91m) intervals. The survey consisted of 11.0 miles (17.7km) of data.

The electromagnetic survey was carried out with a Crone J.E.M. unit employing the in-line “shootback” method. This method involves two operators with two identical coils which are alternately used to transmit or receive. The coil separation was 300 feet (91m), allowing for depth of penetration of 150 feet (45.72m) and primary field frequency was initially 1800 cps. The results did not delineate clear zones of continuous chalcopyrite mineralization (MRNF Assessment File: GM23404, 1968).

6.5 Tagami Mines Ltd. (1970)

In 1970, Tagami Mines conducted a ground electromagnetic VLF survey on the Property. A Geonics EM-16 VLF instrument was used, utilizing the radio frequency station generated by Cutler Maine (“NAA”) operating at 17.8 kHz. Lines were cut in the northwest direction at 200 foot (60.96m) intervals. Readings were taken at 100 foot (30.48m) intervals and 50 foot (15.24m) infill over anomalous locations along the lines (MRNF Assessment File: GM 26284, 1970).

Eleven conductors were identified, labeled A-K. Conductor C coincides with a shear zone known to host quartz veins with sulphide mineralization (GM 26284, 1970). Anomalies D, E and F are noted to be small with limited strike extent, and occur parallel to conductor C. Four diamond drill holes were conducted between May and July, 1970 to test these targets (MRNF Assessment Files: GM 26285, 1970 and GM 37268, 1980). Drill core was found to cut sedimentary formations with pyrite stringers. No assay results appear in the drill logs (GM 26285, 1970 and GM 37268, 1980).

6.6 Placer Development Ltd (1980)

In 1980, Placer Development Ltd. conducted a project on the "Larder Lake claim group" which consisted of 253 claims in McGarry Township and McFadden Township in Ontario and 172 claims in Dufay Township in Quebec (MRNF Assessment File: GM37028, 1980). A helicopter-borne radiometric survey was flown in an attempt to relate uranium results to the association or uranium and gold in paleoplacer deposits, the deposit type targeted at the time. A total of 380 line-km was conducted, with 150.8 km covering the Quebec portion of the project. The instrument used was a Scintrex GAD-6 spectrometer with alpha=0.62, beta= 0.74 and gamma=0.76 as stripping constants. The recording device was a Soltec dual channel analogue strip chart which recorded U, Th, K and Total Count (T/C) with output stripped of the GAD-6 spectrometer. The line spacing was 200m and altitude was 150 feet (=45.7m).

Three weak uranium anomalies were noted, all in the Quebec portion of the claim group, and generally 1.5 to 2 times the local background. These anomalies are suspected to be caused by a small increase of background levels in the rocks. One clear thorium anomaly is noted, and is interpreted to be a possible heavy mineral concentration in the sediments. The thorium response could also be due to a thorium-rich phase of an intrusive. Three potassium anomalies are also noted (MRNF Assessment File: GM 37028, 1980). All anomalies, except one potassium anomaly which was not located, were later ground checked and found to be associated with the greywake shales (GM 37029, 1980). These radioactive shales ranged from trace to 0.03 oz/ton of gold (1.03 g/t Au) and nil to trace uranium and nil to 0.005% thorium (MRNF Assessment File: GM 37029, 1980).

Concurrent to the radiometric survey, an exploration program consisting of geological mapping, ground-checking of radiometric and magnetic anomalies, chip sampling and collection of heavy mineral soil samples was conducted (MRNF Assessment File: GM 37029, 1980). This exploration program was conducted by ACA Howe International Ltd.

The geologic mapping was carried out from July to October 1980 in two phases at a scale of one inch equals one-quarter mile, using aerial photographs (MRNF Assessment File: GM 37029, 1980). The findings of this mapping program are discussed in Section 7.3 – Property Geology.

Thirty-six (36) rock chip samples were collected for assay. Results ranged from trace to 0.04 oz/ton of gold (1.37 g/t Au) and nil to 0.08% copper. Uranium and thorium analyses were also completed for some samples: results were either trace or nil (MRNF Assessment File: GM 37029, 1980).

Thirty-two (32) heavy mineral and soil samples were collected (MRNF Assessment File: GM 37029, 1980). Analytical results were not reported.

6.7 Progress Resources Ltd. (1981)

In 1981, Progress Resources Ltd. optioned the mineral rights of the Dufay Property in Quebec. SNC Inc was contracted to carry out an evaluation of the Property in October-November 1980 (MRNF Assessment File: GM 37268, 1980). SNC Inc recommended conducting a deeper diamond drilling program on the main quartz vein as the best gold values have generally been found at 300 foot (91.44m) depth. A drill program of 4000 feet (1219.2m) was proposed to delineate a first ore shoot of the structure. The talc schist zone was also recommended for further testing as it was considered a geologically favourable structure for copper and gold mineralization.

6.8 Group Minier Sullivan (1983)

In 1983, Group Minier Sullivan optioned the Dufay Property from Ressources Hummingbird Ltée. Three drill holes were conducted on the Property (MRNF Assessment File: GM 40088, 1983). This drilling totaled 2091 feet (637.34m) and intersected best values of 0.06 oz/ton gold over 1.7 feet (2.06 g/t Au over 0.52m)and 6.2% copper over 1.0 feet (0.3m). All three holes intersected the quartz vein at a depth greater than 500 vertical feet from surface. Drilling confirmed that the quartz vein maintained a consistent thickness to a depth of 650 feet (198.12m).

6.9 Les Mines Monoro Ltée (1986)

In 1986, a summary report was written on the Dufay Property for Les Mines Monoro Ltée (MRNF Assessment File: GM 43191, 1986). The recommendations were to conduct a drill program to explore the two major structures (Vein No. 1 and the Talc Schist zone) to determine if these zones host gold mineralization.

In the autumn of 1986, stripping and channel sampling was conducted on the Dufay Property. The goal was to evaluate the average percentages of silica (SiO_2) and copper and to determine tonnage (MRNF Assessment File: GM 44976, 1987). Once the outcrop was stripped and cleaned, cutting was completed perpendicular to the vein with a diamond saw. Each cutting was 10-15 feet (3.05m-4.57m) in length and traversed the quartz vein at 10 foot (3.05m) intervals. Samples for analysis were taken every 5 linear feet (1.52m) within the grooves. The average results returned 81.678% SiO_2 and 0.1679% copper. Based on the known area of the vein at surface and projecting to a depth of 100m, the tonnage of the vein was estimated to be 125,000 imperial tons (127,005t) (MRNF Assessment File: GM 44976, 1987). This grade and tonnage estimate was not made in accordance with the categories set out in sections 1.2 and 1.3 of the National Instrument 43-101, Standards for Disclosure for Mineral Properties (OSC, 2011). This estimate is considered historic, not reliable and has not been verified by the Qualified Persons of this Report. It is only relevant to provide a rough estimate of copper content in surface quartz veins. No key assumptions, parameters or methods are known in the determination of this historic estimate. No more recent estimates are available to the issuer. In order to upgrade and verify the historic estimate as a current mineral resource, the outcrops would need to be resampled and shallow holes drilled to verify the historic data. Also a 3D model needs to be produced and the resource recalculated to upgrade the historical estimate in accordance with National Instrument 43-101 and CIM "Estimation of Mineral Resources and Mineral Reserves Best Practice" guidelines. A qualified person has not done sufficient work to classify this historical estimate as a current mineral resource and the issuer is not treating this historical estimate as a current mineral resources.

6.10 Raven Resources Inc. (1993)

In October and November 1993, Raven Resources Inc. contracted Exploration Services to conduct ground magnetic, VLF electromagnetic, and Max-Min II surveys on the Dufay Property (MRNF Assessment Files: GM 52302, 1993 and GM 52301, 1993).

A previously cut Base Line, trending 60^{o}, was utilized and cross lines were cut every 200m. A total of 6.3 km were surveyed on claim group "A" and 5.3 km on claim group "B". The magnetic results showed a large, 100 gamma, oval-shaped anomaly on claim group "A". This was interpreted to be caused by mafic or ultramafic intrusive or a kimberlite pipe. Smaller magnetic anomalies were also observed on this grid. On the "B" claim group, a large 500m x 800m 200 gamma oval-shaped magnetic feature was also identified. This was also interpreted to be caused by mafic or ultramafic intrusive or a kimberlite pipe (MRNF Assessment File: GM 52302, 1993).

The electromagnetic VLF survey recorded station spacings ever 25m and utilized the transmitter NAA in Cutler, Maine. Two EM conductors were identified on claim group "A" and three parallel conductors were outlined on claim group "B", most of these are adjacent to the main magnetic features (MRNF Assessment File: GM 52302, 1993).

After the completion of the ground magnetic and VLF electromagnetic surveys, an additional 4 km of lines were cut on claim group "A" and an additional 1.8 km on claim group "B". A total of 8 km of Max-Min II were surveyed on claim group "A" and 5.4 km were surveyed on claim group "B" (MRNF Assessment File: GM 52301, 1993). An Apex Parametric Max-Min II horizontal loop electromagnetic unit was used for the survey with 100 m reference cable. The three frequencies used were 444, 888 and 3555 Hz. Three short and weak conductors were outlined by the Max-Min II survey in claim group "A", none were coincident with the previously identified VLF conductors. Claim group "B" only showed one short and weak Max-Min II anomaly and was not shown to be coincident with the previously identified VLF conductors. The report recommended an induced polarization survey to determine the nature of the VLF and Max-Min II conductors (GM 52301, 1993).

6.11 Les Explorations Carat Inc (2007-2008)

In 2007 and 2008, Les Explorations Carat Inc. carried out field work on three claims in the area: claims 103279, 103280 and 103281 (MRNF Assessment Files: GM63197, 2007 and GM64111, 2008).

In 2007, outcrop stripping was conducted on claim cells 103279 and 103280 (MRNF Assessment File: GM63197, 2007). Following this, outcrops were mapped and sampled (rock chip samples). Five stripped outcrops were mapped in detail. Eighteen (18) rock samples were collected from the five stripped outcrops as well as from three trench locations. All 18 rock samples were assayed for gold: 12 were assayed for copper. Best gold grades were associated with samples collected from quartz-pyrite-chalcopyrite veins.

Mapping showed that a deformation gradient is present in the western half of the Property with an increase in intensity of deformation towards the southeast. In the southeast part of the Property, the majority of quartz veins trend NE-SW and typically contain pyrite and chalcopyrite in significant quantities and even malachite occurs locally. In this report, the quartz-chalcopyrite vein in Trench A corresponds to Vein No. 1 targeted by the Carlson Copper Syndicate in 1929 (MRNF Assessment File: GM63197, 2007).

In 2008, Les Explorations Carat Inc. conducted additional outcrop stripping and mapping on claim cell 103280. As in the 2007 mapping program, the deformation was found to increase towards the southeast of the Property. The strain is interpreted to be related to the presence of a granite intrusion extending to the southeast. A deformation zone between the mafic rocks and the granite intrusion is roughly oriented NE-SW and could be mapped between the areas stripped in 2008 and those mapped in 2007. Further mapping and physical rock testing was recommended to determine the exact location of a possible deformation zone hosting the late mineralization of gold, copper or lead (MRNF Assessment File: GM64111, 2008).

7.0 GEOLOGICAL SETTING AND MINERALIZATION

7.1 Regional Geology

The Dufay Property is located within the Pontiac Subprovince of the Archean Superior Province, some 4 km south of the Cadillac-Larder Lake Break and the Abitibi Subprovince, and approximately midway between the world renowned Rouyn-Noranda and the Kirkland Lake mining camps (Figure 7-1).

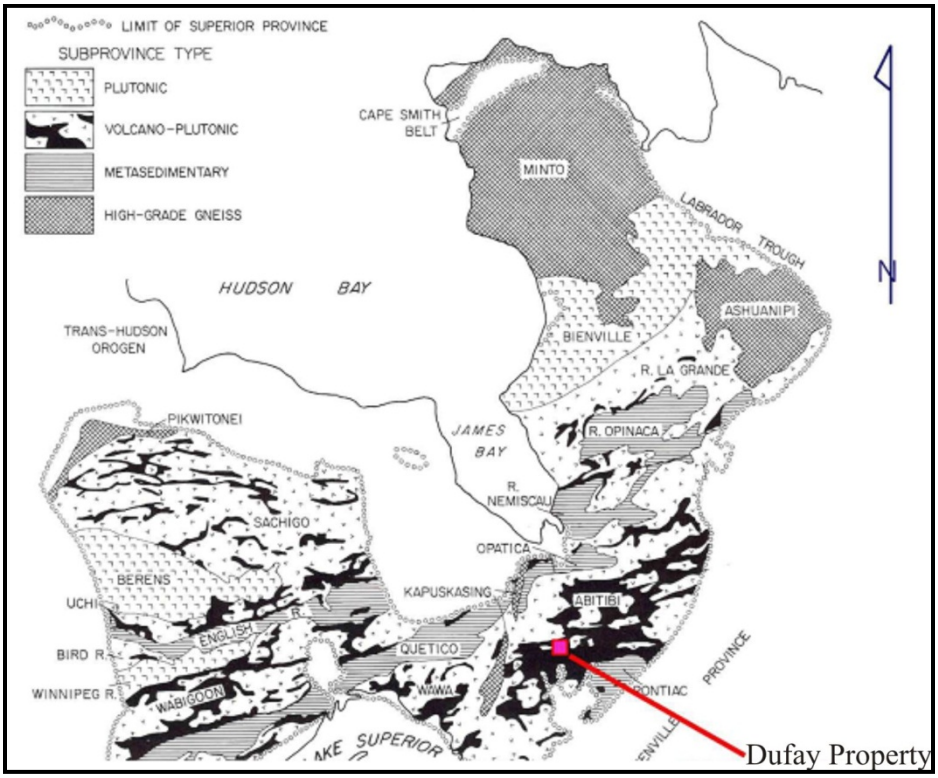
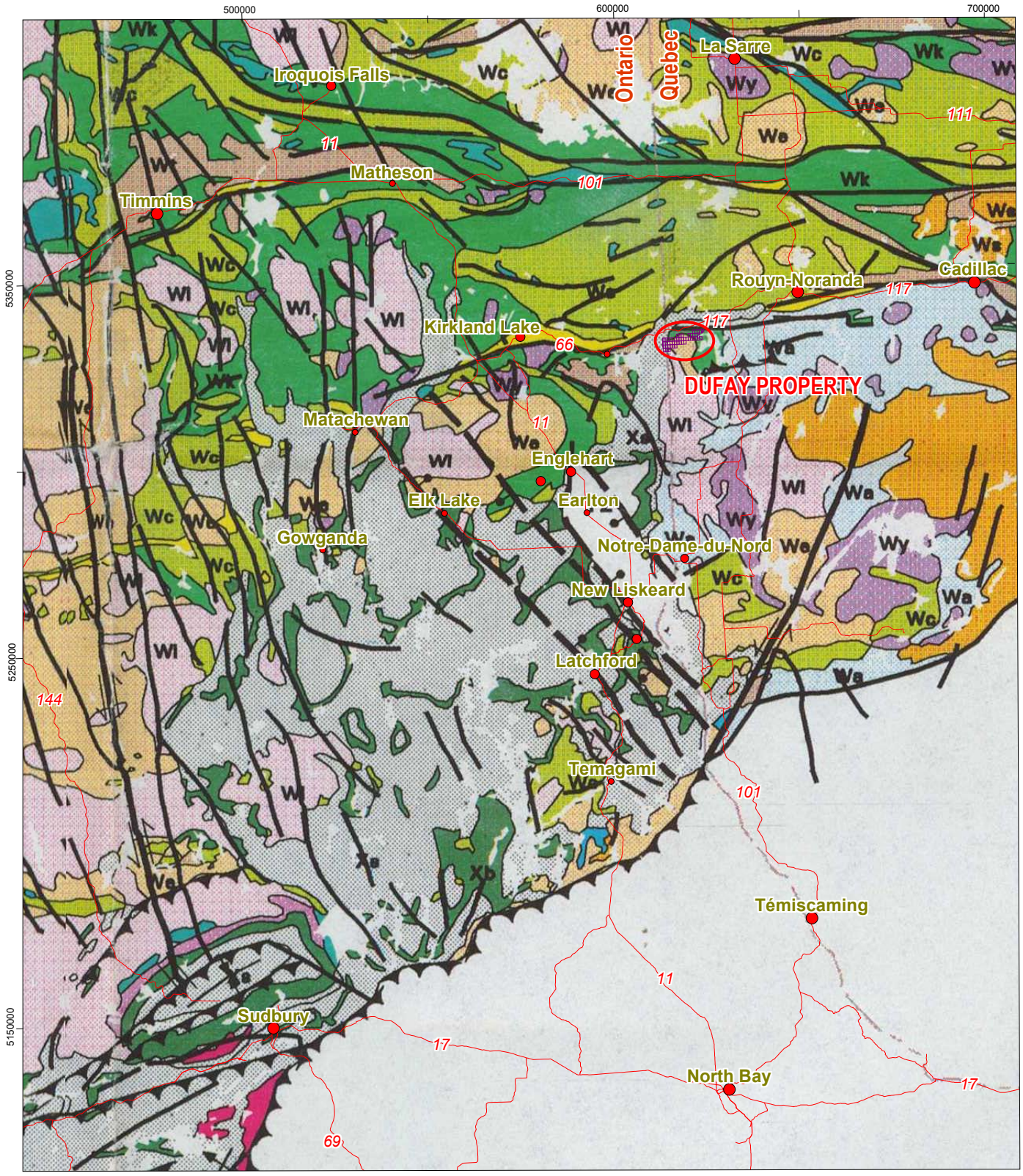


Figure 7-1. Location of Dufay Property and the subprovinces of the Superior Province. Modified from Card (1990).

The Superior Province formed from continental fragments and intervening tracts of oceanic crust between 2.72 and 2.68 Ga. A better understanding of its evolution has developed over the past 30 years due largely from U-Pb geochronological and geochemical studies. The geochronology has provided the time framework for the development of the greenstone belt strata, the timing and duration of plutonic, structural and metamorphic events and serves as the basis for regional correlation. Current analysis regards the Superior Province as a collage comprised of small continental fragments of Mesoarchean age and Neoarchean oceanic plates with a complex history of aggregation between 2.72 and 2.68 Ga and subsequent post-orogenic effects (Percival, 2008). A first-order characteristic of the Superior Province is its linear sub provinces of distinctive lithological and structural character that are highlighted by subparallel boundary faults (Card and Ciesielski, 1986). Domain trends are generally E-W in the south, W-NW in the northwest and NW in the north-eastern areas of the Superior Province. They possess steeply dipping foliation and steeply plunging folds representing the youngest penetrative structures in a polyphase chronology. Other prominent faults and/or shear zones tend to be E-NE striking, such as the Kirkland Lake fault, to striking NE or N, the latter being the latest fault set in the area.

The southern portion of the Superior Province in Quebec hosts the Abitibi and Pontiac Subprovinces, which are bounded to the east by the Grenville Front of Mesoproterozoic age (Figure 7-1). It possesses a high ratio of supracrustal to intrusive rocks. The Abitibi terrane exhibits: 1. structure dominated by open, upright folds and 2. an association of VMS mineralization with a plume-arc setting. The Abitibi and Pontiac Subprovinces are separated by the Cadillac-Larder Lake Break, an east-west structure over 200 km in length extending in Ontario and Quebec. Proterozoic sedimentary rocks of the Cobalt Group overlie the southwest Pontiac and further north a segment of the Cadillac-Larder Lake fault. The northern boundary of the Abitibi Subprovince consists of faults intruded by late granitoids.



Legend:

- City/Towns
- Major Roads
- water

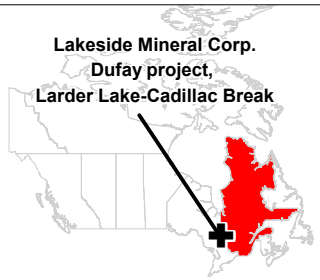


Image reference:
1996 GSC OpenFile 3227

N
W E
S

Projection: UTM Zone 17 (NAD 83)

0 20 40
kilometres

Lakeside MINERALS CORP

Regional Geology of the Dufay Area

Date : April 07, 2011	Scale - 1 : 1,500,000
Figure 7-2	Author : M.Ethier

Caracle Creek

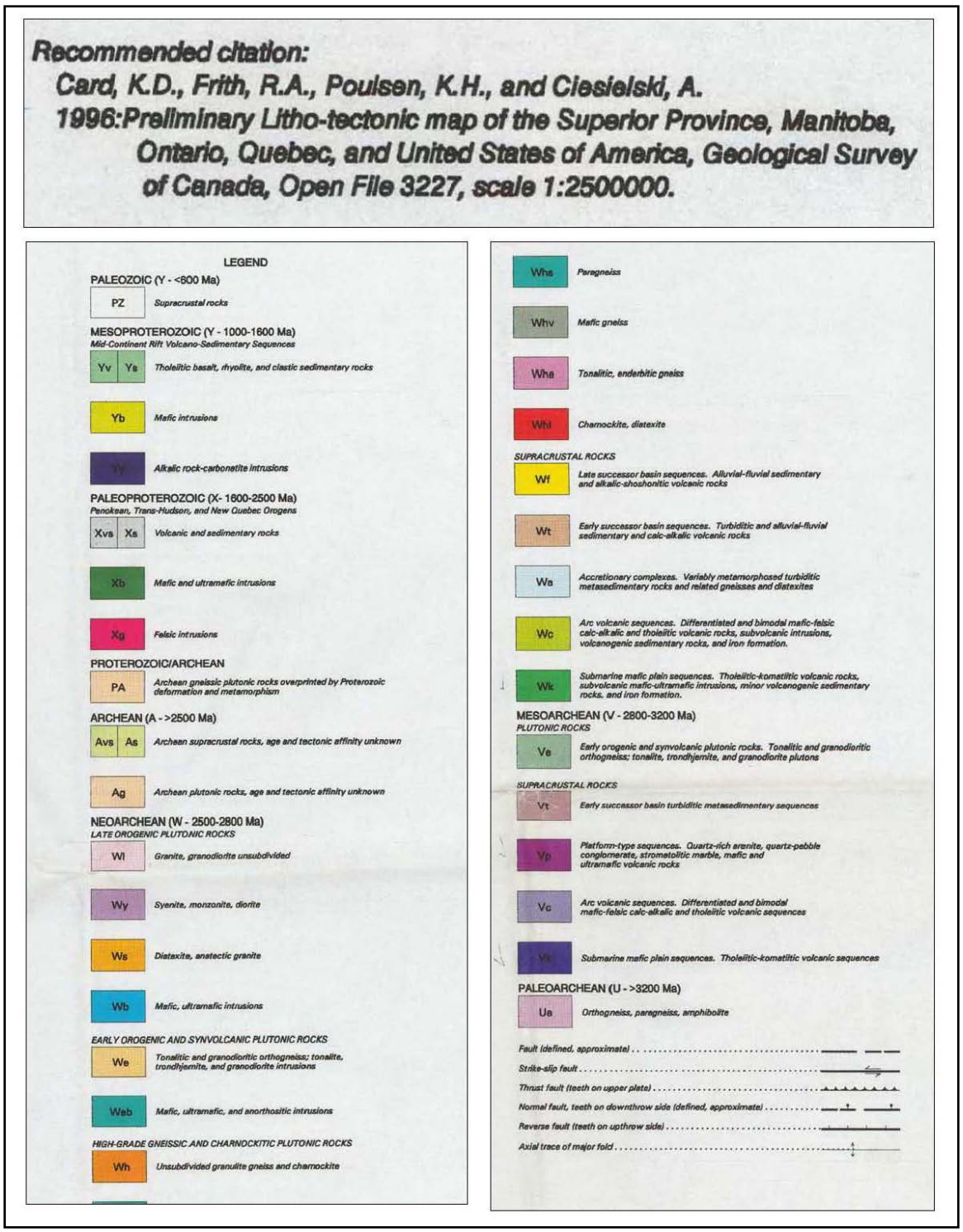


Figure 7-3. Regional Geology of the Dufay Area - Legend

The Abitibi greenstone belt is comprised of predominantly mafic to felsic metavolcanics, metasedimentary units and a variety of granitoids that experienced mostly low metamorphism. Its tectono-stratigraphic evolution has evolved from the allochthonous terrane concept of the 1990's to a traditional autochthonous stratigraphic framework supported by detailed geochronological and volcanological studies (e.g. Thurston, 1994; Kerrich et al., 1999). The northern portion of the Abitibi hosts volcanic assemblages of mainly 2.735 to 2.72 Ga that are associated with layered intrusions, together with units as old as 2.79 Ga (Rheaume et al., 2004). The central zone is predominated by plutonic rocks (Chown et al., 1992). The southern portion of the Abitibi belt is underlain by sedimentary-volcanic rocks that include ca. 2.69 Ga greywackes of the Porcupine Group and 2.677 to 2.673 Ga conglomeratic and alkaline volcanic rocks of the Timiskaming Group (Bleeker and Parrish, 1996).

The most studied assemblages are the Temiscaming and Hearst Assemblages commonly referred to as the Temiscaming Assemblage. The Temiscaming is a belt of clastic metasedimentary rocks and associated alkalic metavolcanic units centered on Kirkland Lake, Ontario, and extends east of Larder Lake, Ontario. It is a moderately to steeply south dipping and south facing assemblage that is cut by numerous faults and shear zones. This belt hosts some large Archean lode gold deposits, and is the youngest Archean supracrustal unit in the Abitibi postdating one regional deformation and predating the other in the southern Abitibi tectonic framework.

Intrusive rocks regionally consist of many variously sized intrusions of diorite to monzonite with quartz diorite and granodiorite, being the most common, which exist at the stratigraphic top of the volcanic rock section. The Bourlamaque batholith covers 150 km^2 dominating the central part of the Malartic Group of volcanic rocks. It is of a low grade greenschist facies of metamorphism as the enclosing lavas. Numerous sills and dykes and plutons occur in the upper volcanic and adjacent sedimentary rocks of this sequence. In the Rouyn area, the Blake River Group of volcanic rocks are intruded by the Flavrian, the Lac Dufault and the Powell and many stocks, sills and dykes of those similar to the Malartic Group.

The Abitibi subprovince is known for an unusually high density and exceptional grade of its precious metal and polymetallic ore deposits. Four major types of mineral deposits are found in the region:

1. volcanic associated, massive, base metal sulphide (VMS) deposits as at Noranda
2. shear and intrusion hosted lode gold deposits
3. komatiite-associated Ni-Cu-PGM deposits
4. oxide iron formation.

Gold deposits are hosted in the upper part of the mafic to felsic volcanic cycles in and around intrusions which are feeders to the last phases of volcanism. In the Noranda – Val d'Or region this occurs predominantly along the south limit of the major volcanic area in a belt that stretches from the Ontario border east to the Grenville Front, a distance of ~200 km. The majority of gold deposits in the Abitibi-Temiscaming area of Northwestern Quebec are vein-type associated with intrusions. However, two or three other types occur if the pyritic base- metal mines with by-product gold are included. The vein type deposits noted in this region tend to be spatially and genetically correlated to intrusions i.e. Bourlamaque batholith. The first gold discovery, the Sullivan Consolidated mine, was made in the western area.

Most of the mineral deposits of the Abitibi lie along or in association with the Cadillac-Larder Lake fault. During the early stages of exploration many significant deposits were discovered along the Kirkland Lake fault, Cadillac-Larder Lake Break, and Porcupine-Destor deformation zone: iron (e.g., Adams Mine, 1963-1990 and Sherman Mine, 1967-1990); copper-zinc mineralization (e.g., Kidd Creek Mine, Kamiskotia camp and Noranda); and gold (i.e., Rouyn-Noranda-Val d'Or corridor). Additionally, there was also the discovery of nickel associated with ultramafic flows in the Timmins area (e.g., Alexo Mine discovered in 1907, Dundonald Mine, McWatters and Langmuir No. 1 and Langmuir 2 deposits to name a few).

In his paper "Geology and Metallogeny of the Superior Province, Canada" (2007), Percival describes the northern portion of the Pontiac terrane to be dominated by metasedimentary schist and paragneiss derived from turbiditic greywacke and minor conglomerate. Detrital zircons indicate depositional ages of <2.685 Ga (Mortensen and Card, 1993; Davis, 2002) and tonalite, granodiorite, and granite plutons range in age from 2.682 to 2.66 Ga. The Pontiac terrane has been interpreted as a south-verging fold-thrust belt that was over-ridden by the southern Abitibi terrane (Benn et al., 1994; Calvert and Ludden, 1999; Davis, 2002).

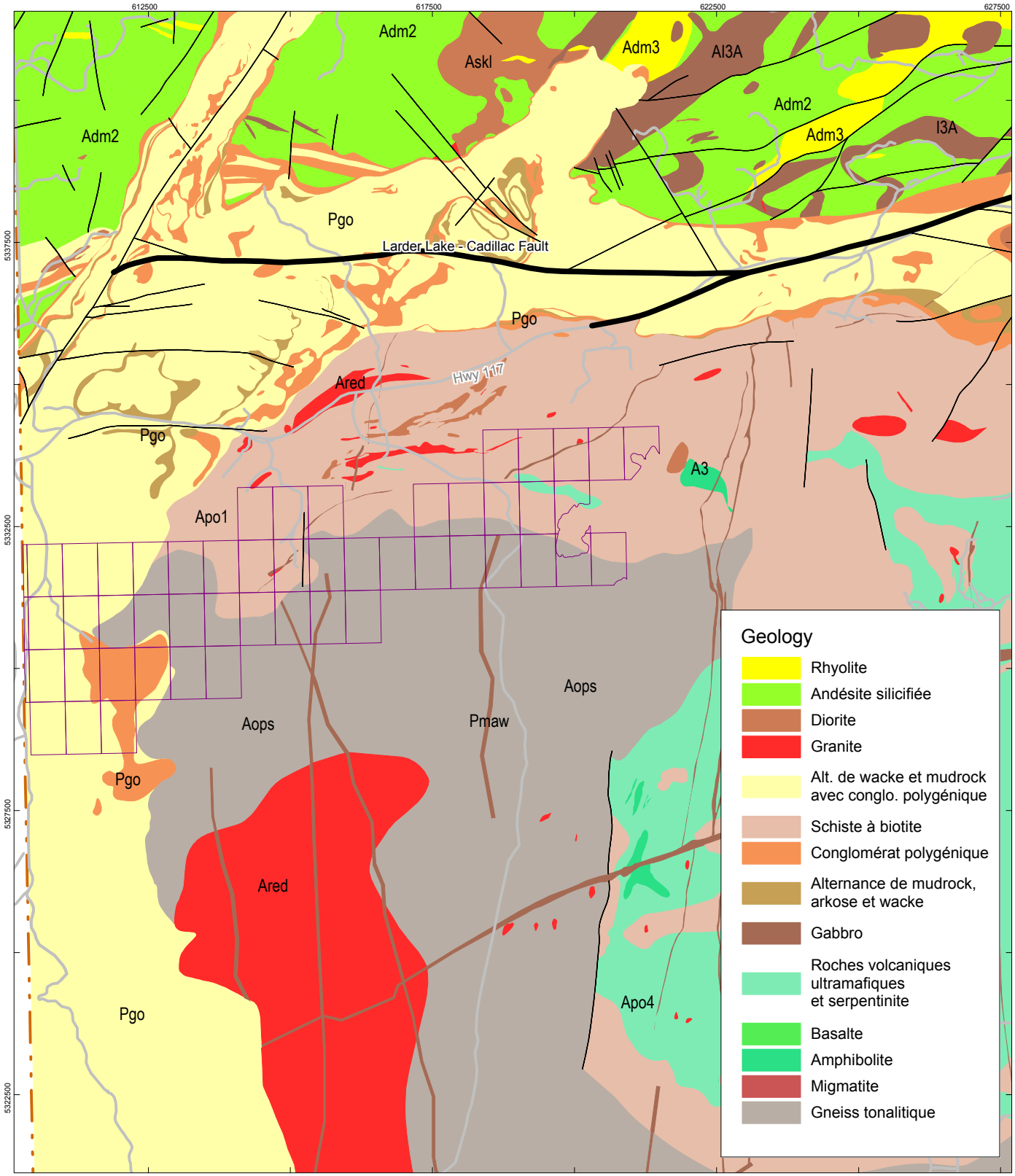
Although comparatively few mineral deposits are located in the Pontiac Subprovince as to the Abitibi Subprovince, it is noted that the Canadian Malartic Gold Project owned by Osisko Mining Corporation is located in the Pontiac Subprovince, approximately 96km east of the Dufay Property and 1km south of the Cadillac-Larder Lake Break (Runnels et al., 2008). According to Mineral Deposits of Canada (Hart, 2007), Malartic is a reduced intrusion-related gold system. Runnels et al (2008) describe the gold deposit of the Malarctic area to be *"porphyry-related (Issigonis, 1980; Robert, 2001) and possibly orthomagmatic in origin. The porphyries are generally considered to be syenitic (alkaline) in composition and the Temiskaming (syntectonic) age (Fallara et al., 2000; Robert, 2001)"*. Mineralization on adjacent properties is not indicative of mineralization on the Property that is the subject of this Report.

The Pontiac Subprovince is also known to host alternate types of mineralization, such as the Granada deposit. As noted in Gold Bullion Development Corp.'s press release dated September, 9th, 2010, the Granada is a *"sediment-hosted, structurally controlled vein-type deposit (quartz veins, veinlets, stockworks, breccias) that has been intruded by a series of syenite feldspar porphyry sills and dykes mineralized with finely disseminated pyrite and/or arsenopyrite. It is underlain by conglomerates and greywackes of the Archean Timiskaming group sediments and intruded by later syenite"*. Mineralization on adjacent properties is not indicative of mineralization on the Property that is the subject of this Report.

7.2 Property Geology

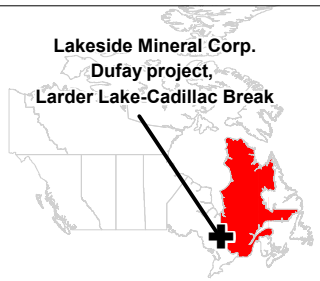
Early historical reporting indicates the geology of the Dufay Property is comprised of predominantly Temiscaming sediments consisting of greywackes and quartzites with interbedded gneissic units (granite gneiss) that are cut by small dykes and irregular bodies of granite, syenite porphyry gneiss and diabase (later gabbro dyke). A body of granite lies to the south of the Property. Altered sediments trend approximately 60° NE and dip from 40° to 70° NW. Local folding is minor and obscured; a north-easterly pitch is observed. A 120 foot (=36.58 m) wide gabbro dyke and an olivine diabase dyke varying in width from 40 to 100 feet (=12.19 m to 30.48 m) cut the Property in an approximate north-easterly direction over Carlson Mines Limited's original claim group.

Work done by Placer Development Limited in the early 1980s described most of the Property as being underlain by Middle Precambrian Huronian sediments of the Cobalt group. These sediments were described as gently dipping and unmetamorphosed greywackes, conglomerates and grits of the basal member of the Gowganda Formation of the Lower Cobalt group. The Cobalt sediments unconformably overlay the Archean (Early Precambrian) metasediments, metavolcanics and plutonic rocks. This unconformity is exposed on the Dufay Property and trends north. The tongue of Cobalt group rocks, an elongate sediment belt, trends north-easterly from Ontario into Quebec underlying the Dufay Property. The Archean rocks comprise the Pontiac group metasediments and felsic intrusives. Late Precambrian northeast and north-northeast trending diabase dykes intrude all rock types. A simplified geological map of the Property is shown in Figure 7-4 (MRNF Compilation Géoscientifique, 2003).



LEGEND

- Claims
- Larder Lake-Cadillac Fault
- faults
- Roads



N
W E
S

Projection: UTM Zone 17 (NAD 83)

0 20 40
kilometres

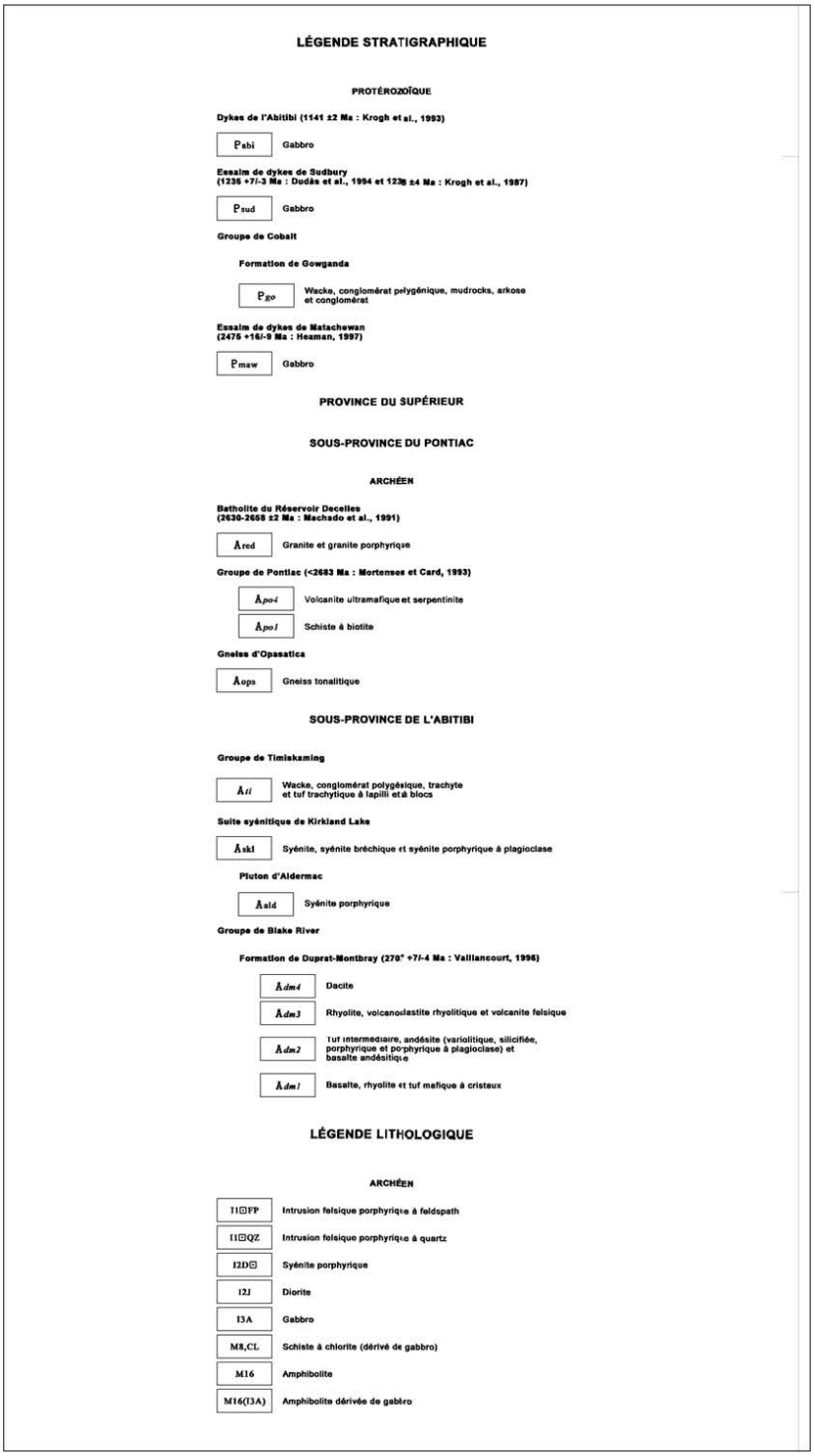
Lakeside MINERALS CORP

Dufay Property Geology

Date : April 07, 2011 | Scale - 1 : 100,000

Figure 7-4 | Author : M.Ethier

Caracle Creek



LÉGENDE STRATIGRAPHIQUE

PROTÉROZOÏQUE

Dykes de l'Abitibi (1141 ±2 Ma : Krogh et al., 1993)

Pabi Gabbro

Essaim de dykes de Sudbury
(1235 +7/-3 Ma : Dudás et al., 1994 et 1238 ±4 Ma : Krogh et al., 1987)

Psud Gabbro

Groupe de Cobalt

Formation de Gowganda

Pgo Wacke, conglomérat polygénique, mudrocks, arkose et conglomérat

Essaim de dykes de Matachewan
(2475 +16/-9 Ma : Heaman, 1997)

Pmaw Gabbro

PROVINCE DU SUPÉRIEUR

SOUS-PROVINCE DU PONTIAC

ARCHÉEN

Batholite du Réservoir Decelles
(2630-2658 ±2 Ma : Machado et al., 1991)

Ared Granite et granite porphyrique

Groupe de Pontiac (<2683 Ma : Mortensen et Card, 1993)

Apo4 Volcanite ultramafique et serpentinite

Apo1 Schiste à biotite

Gneiss d'Opasatica

Aops Gneiss tonalitique

SOUS-PROVINCE DE L'ABITIBI

Groupe de Timiskaming

Ati Wacke, conglomérat polygésique, trachyte et tuf trachytique à lapilli et à blocs

Suite syénitique de Kirkland Lake

Askl Syénite, syénite bréchique et syénite porphyrique à plagioclase

Pluton d'Aldermac

Asld Syénite porphyrique

Groupe de Blake River

Formation de Duprat-Montbray (2701 +7/-4 Ma : Vaillancourt, 1996)

Adm4 Dacite

Adm3 Rhyolite, volcanoclastite rhyolitique et volcanite felsique

Adm2 Tuf intermédiaire, andésite (variolitique, silicifiée, porphyrique et porphyrique à plagioclase) et basalte andésitique

Adm1 Basalte, rhyolite et tuf mafique à cristaux

LÉGENDE LITHOLOGIQUE

ARCHÉEN

I1⊡FP Intrusion felsique porphyrique à feldspath

I1⊡QZ Intrusion felsique porphyrique à quartz

I2D⊡ Syénite porphyrique

I2J Diorite

I3A Gabbro

M8,CL Schiste à chlorite (dérivé de gabbro)

M16 Amphibolite

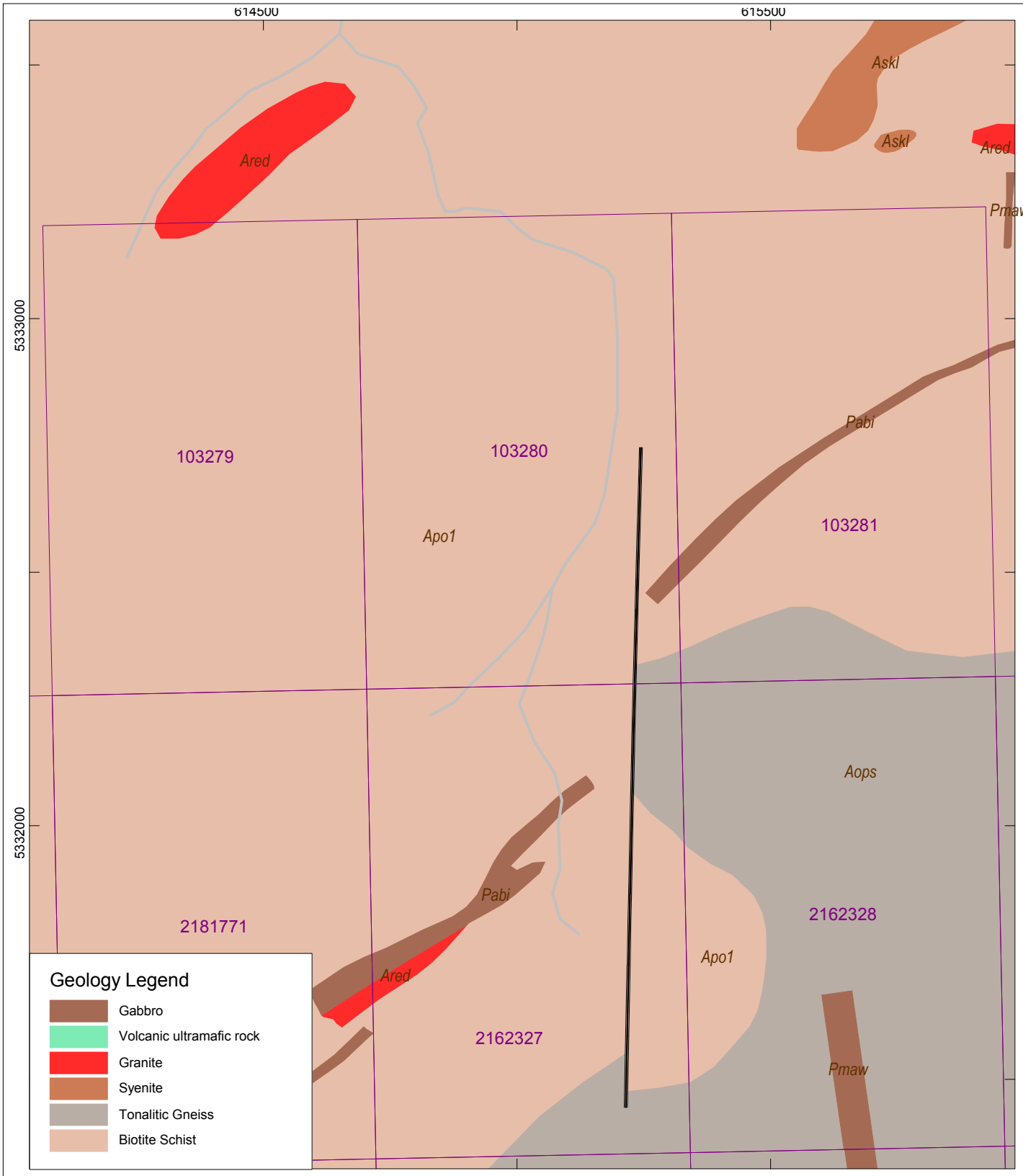
M16(I3A) Amphibolite dérivée de gabbro

Figure 7-5. Property Geology of Dufay – Legend

The intrusive rocks of the Dufay Property consist of dykes and irregular bodies of granite, syenite and porphyry. A 'later' gabbro dyke averaging 100 feet (30.48 m) in width and striking N45°E cuts the granite in the SE portion of the claims. This 'later' gabbro of Dufay Township, Quebec is older than the Cobalt series. Historical maps and reports note intrusive rocks on the Dufay Property, however data from MRNF Compilation Géoscientifique, 2003 of existing outcrops indicates that the density of mapping is poor. Further mapping work is required to verify the amount of outcrop on the Property and is discussed in Section 26 - Recommendations.

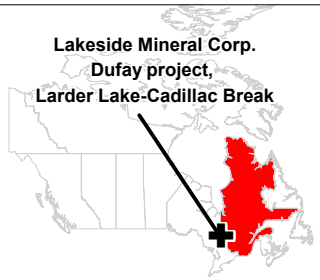
The southeast area of claim 103280 is underlain by sediments and granite that is cut by a gabbro dyke averaging 100 feet (=30.48 m) in width, and striking N45°E. This gabbro dyke is displaced ~500 feet (=152.4 m) to the north by an N-S fault. A NE-trending band of talc schists is also noted. The northwest portion of the original Carlson Mines Ltd's claim group is underlain chiefly by sheared and altered Temiscaming greywackes and interbedded quartzites. These units are cut by dykes and irregular bodies of granite, syenite and porphyry. A simplified geological map centred on claim 103280 is presented in Figure 7-5 (MRNF Compilation Géoscientifique, 2003). Altered sediments have a general strike of N60°E and dip from 40 to 70°NW. It is reported that there is tight, minor local folding.

To better understand the geology and structure of the Dufay Property, more detailed field mapping is required.



LEGEND

- Claims
- major fault
- faults
- Roads/ ATV trails



Lakeside Mineral Corp.
Dufay project,
Larder Lake-Cadillac Break

N
W E
S

Projection: UTM Zone 17 (NAD 83)

0 150 300
metres

Lakeside MINERALS CORP

Geology map of claim 103280

Date : April 07, 2011	Scale - 1 : 10,000
Figure 7-6	Author : M.Ethier

Caracle Creek

7.3 Mineralization

Based on a review of assessment reports and drill logs, the following types of mineralization occur in the general area of the Property.

1. Disseminated to blebby chalcopyrite plus pyrite in quartz veins, quartz stringers and stockwork. Examples are Veins No 1, 2 and 3, which are discussed below (MRNF Assessment File GM37268, 1980). Locally this type of mineralization may assay up to several percent copper (up to 16% over 3.04 ft [=0.93m] in Hole No.2, [GM03694, 1939]) and may contain up to several grams/tonne gold. Hole No.17 was reported to intersect 10.3 feet (3.14m) of core (true width of 7.3ft [2.23m]) averaging $9.00 in gold per from this intersection (RP 150(A), 1939) (8.82 g/t Au based on historic gold price of $35.00 USD per troy ounce as quoted in GM 03694, 1939). It should be noted that much of this type of mineralization in drill core was only assayed for copper and not assayed for gold.

2. Massive pyrite plus chalcopyrite veins. Examples are found in hole S-4, which cut a 20 foot (6.1m) section of massive pyrite plus chalcopyrite (MRNF Assessment Report GM 9735A, 1945). Copper and gold assay values of interest are reported over narrow widths.

3. Disseminated sulphides in granitic gneiss and felsic granitoid rocks. An example is noted in hole 19, where an approximate 36 foot (10.97m) section of granitic gneiss was logged to be weakly mineralized with up to 2% chalcopyrite (MRNF Assessment File: GM 09723, 1941). This type of mineralization was largely overlooked and was not assayed for copper or gold.

Previous work done by Carlson Copper Syndicate in 1929, 1939 and the early 1940s discovered three vertical quartz veins. These veins were later explored and drilled over the years. The following summary of mineralized quartz veins Nos. 1-3 is based on historic reporting diamond drill hole intercepts, mainly MRNF Assessment File GM37268 (1980). The exact length, width, depth and continuity of the veins described below are not known. Their approximate location is displayed in Figure 7-7 and are based on an georeference of the field map provided in GM09723 (1941) (MRNF Compilation Géoscientifique, 2003).

7.3.1 Vein No. 1

Vein No. 1 is considered to be the most important vein (MRNF Assessment File GM 37268, 1980). It is a white quartz vein varying in width from 3 feet to 13 feet (=0.91 m to 3.96 m) having an average width of

5 feet (=1.52 m). This vein traces the granite sedimentary contact striking N50°E. The vein is mostly stripped over its 1,900 foot length (=579.12 m). It is predominantly shattered and brecciated hosting chalcopyrite accompanied with some gold and small amounts of pyrite along fractures in the quartz, in irregular masses and in disseminated grains. It is centered in claim 103280 between two small rivers.

There is an old 18 foot (=5.49 m) deep shaft a short distance north of the main vein. Within this shaft, a 6 inch-to-16 inch (=0.15 m to 0.41 m) wide quartz vein cuts sheared greywacke. At the bottom of the shaft, the quartz vein alters to a series of parallel stringers that have a width of 4 feet (=1.22 m). The vein is sparingly mineralized with disseminated chalcopyrite.

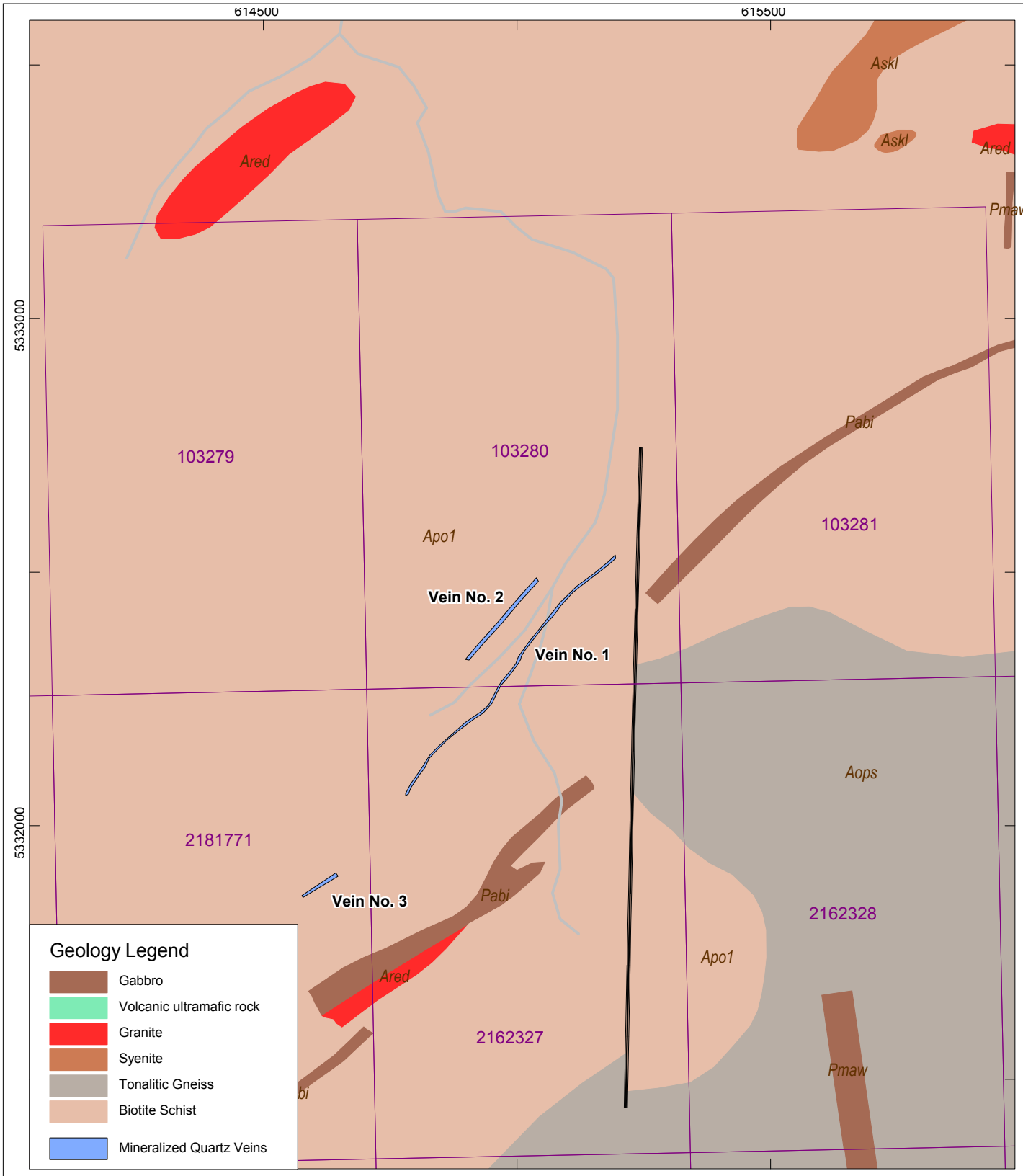
7.3.2 Vein No. 2

Vein No. 2 is located 200 feet (=60.96 m) north of vein No. 1. It strikes N58°E and is exposed for a length of 500 feet (=152.4 m). This vein averages 1 foot in width and is mineralized mostly with chalcopyrite.

7.3.3 Vein No. 3

Vein No. 3 is located 900 feet (=274.32 m) west of vein No. 1. Vein No. 3 may be a western extension Vein No. 1. It strikes N50°E, has a maximum width of 5 feet (=1.52 m) and is exposed for a length of 150 feet (=45.72 m). This vein consists of quartz with calcite and specularite. East of pit No. 7 the vein's west side is offset by at least 10 feet (3.05m) to the north.

Early drilling totalling 18,500 feet (5638.8m) by Carlson Copper Mines Ltd. returned sparse gold and copper values. The best gold values were encountered in Hole 17 (see Figure 4.2) and returned 0.257 oz/ton Au over 10.3 feet (8.82 g/t Au over 3.14m based on historic gold price of $35.00 USD per troy ounce as quoted in GM 03694, 1939) (MRNF Report: RP 150(A), 1939). This intersection is on a quartz vein traced over a strike length of 1,900 feet (579.12m) and has a width of 3 to 13 feet (0.91m to 3.96m). This hole was not explored at depth nor was it correlated to other holes.



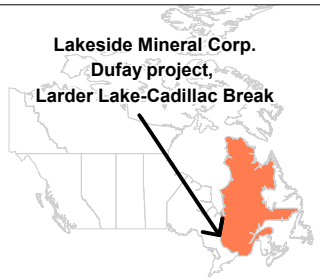
LEGEND

Claims

major fault

faults

Roads/ ATV trails



N
W E
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Projection: UTM Zone 17 (NAD 83)

0 150 300
metres

Lakeside MINERALS CORP

Approximate location of mineralized quartz veins

Date : April 07, 2011	Scale - 1 : 10,000
Figure 7-7	Author : M.Ethier

Caracle Creek

7.4 Structure

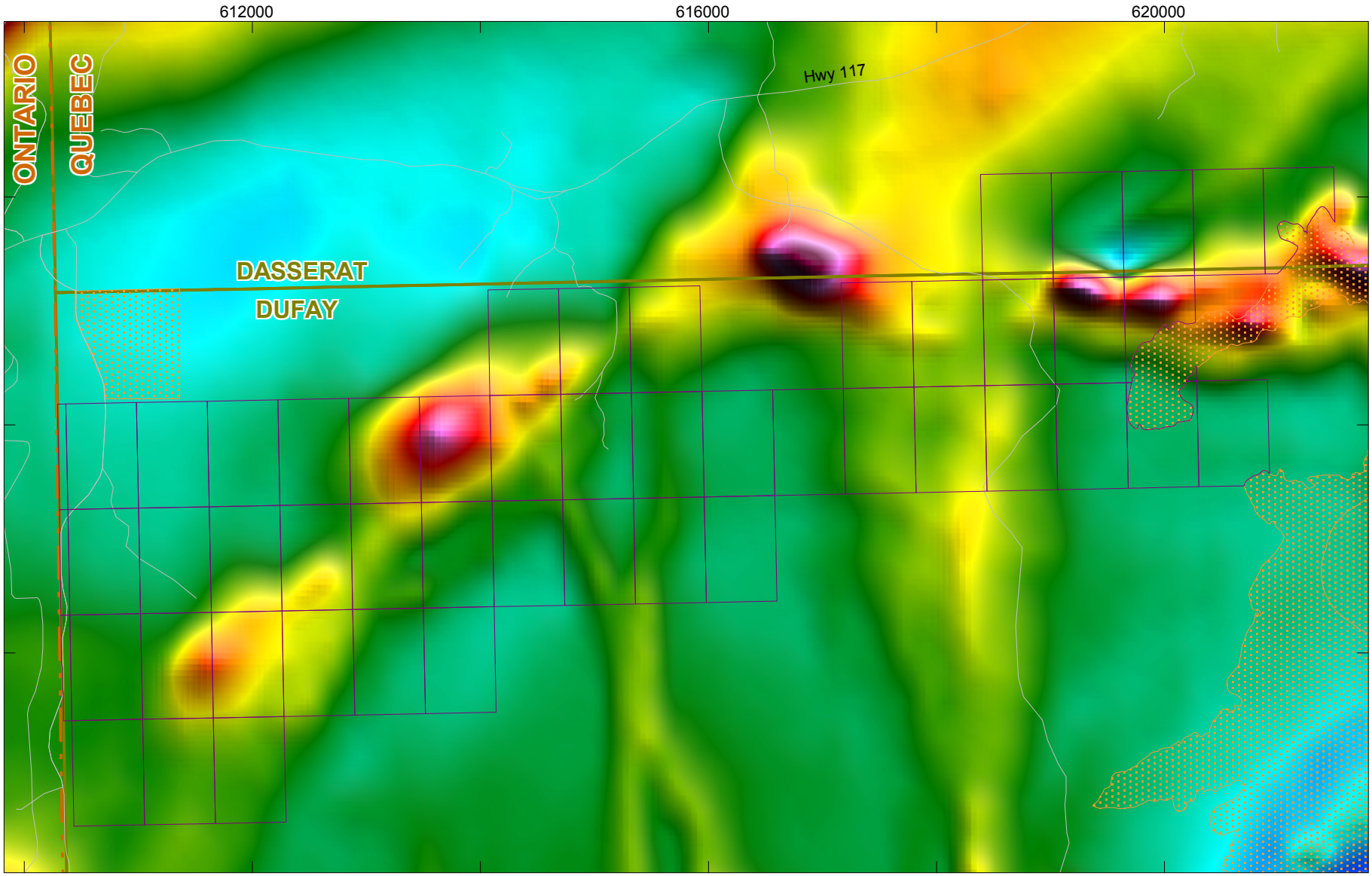
In the Rouyn area persistent structures provide the openings for deposition of gold by ore-forming solutions. These consist of fractures, faults, shears and shatter zones that allowed solutions to form quartz-carbonate veins which host sulphide minerals and gold. The most prolific structure in the area is the Larder Lake – Cadillac Break that strikes easterly near the south contact of the Malartic and Blake river volcanic groups and the north contact of the Pontiac sedimentary group. It can be traced ~150 km from the Ontario border eastward to the centre of Bourlamaque Township near Val d'Or. Numerous gold deposits occur along this fault zone in the Noranda, Cadillac, Malartic and Val d'Or areas. The Larder Lake – Cadillac Break is located to the north of the Dufay Property.

Because most of the sub-volcanic intrusions in the upper part of the volcanic cycle were emplaced during active tectonic movements and prior to the end of volcanic activity they were affected by structure. Gold-bearing quartz veins filled openings in shears, faults, breccias and fracture zones when the underlying magmas were active and gold-bearing hydrothermal solutions were ascending (CIM Special Volume 24, 1980).

In 1946 H. Butterfield for the Ministere Des Mines, Quebec noted that the Pontiac Schists in northwestern Quebec host pervasive N-S trending and cross-cutting faults with steep dips which can be mineralized by copper, zinc and lead sulphides.

Although further work needs to be completed, the Dufay Property is historically documented as having the following structural features: 1. a linear N-S depression that crosses the original Carlson Property identified as a fault zone. 2. a talc schist band that extends across the Property for a distance of 4,900 ft (=1493m) in a direction between N55°E and N60°E. This is regarded as a major fault, possibly a branch of the Larder Lake-Cadillac Break. Limited drilling returned low gold and respectable values of copper over narrow widths.

Recent geophysical surveying of total field and vertical magnetic data indicates an elevated north-easterly trend with several isolated anomalous areas over Claims 2215242, 2204206, 2204894, 2204895, 103279, 103280 and 103281 curving eastwards over the most north-easterly claims (Figure 7-8 and Figure 7-9). Two northerly trending elevated lines are noted in the mid to easterly portion of the Property. Further investigation is required to see if it is probably due to lithology or a splay off the Larder Lake – Cadillac Break.



LEGEND

- Dufay Claims
- Protected Zone
- Quebec Townships
- Roads

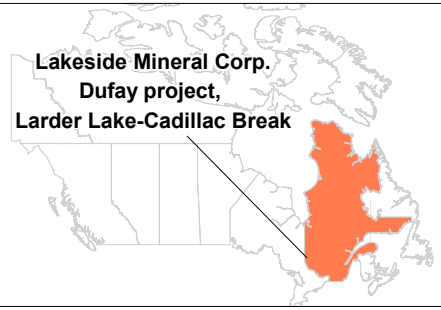


Image reference:
Airborne Total Field Magnetic data
Sigéom: DP 90-01

N
W E
S

Projection: UTM Zone 17 (NAD 83)

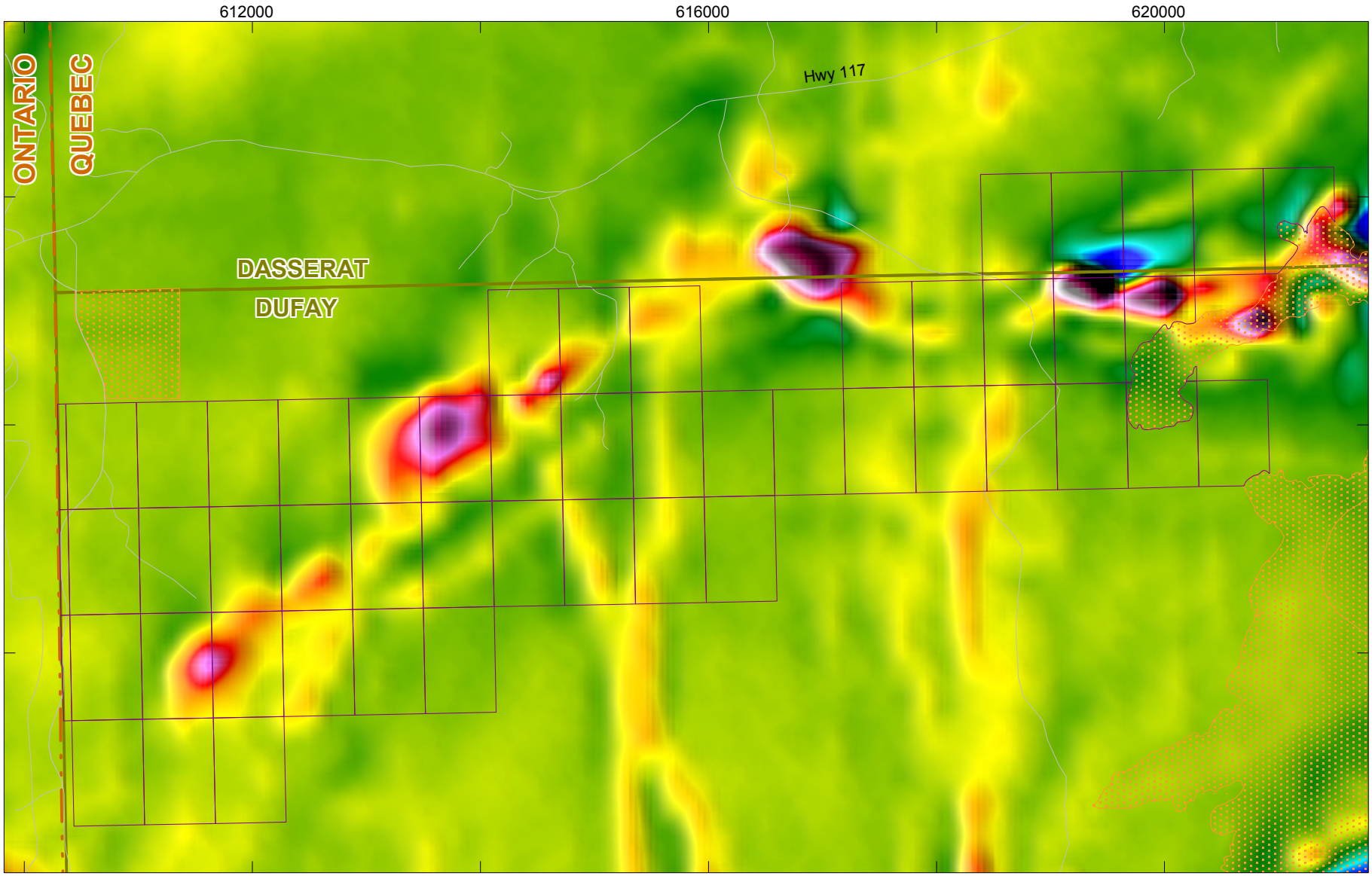
0 0.5 1
kilometres

Lakeside MINERALS CORP

Total Field Magnetics of the Dufay Property

Date: April 08, 2011	Scale - 1 : 50,000
Figure 7-8	Author : M.Ethier

CCIC Caracle Creek



LEGEND

- Dufay Claims
- Protected Zone
- Quebec Townships
- Roads

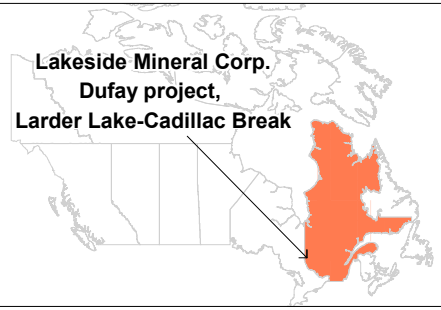


Image reference: Sigéom: DP 90-01
Airborne 1st Vertical Derivative
Magnetic data

N
W E
S

Projection: UTM Zone 17 (NAD 83)

0 0.5 1
kilometres

Lakeside MINERALS CORP

Magnetic First Vertical Derivative of the Dufay Property

Date : April 08, 2011	Scale - 1 : 50,000
Figure 7-9	Author : M.Ethier

CCIC Caracle Creek

North of the Property, mineralization is related to the E-W to ENE striking shear zones, interpreted to be splays of the Larder Lake – Cadillac Fault. The majority of mineralization consists of free gold in quartz-carbonate-pyrite veins. The typical alteration assemblage is carbonatization and silicification of the host rock. These veins are discontinuous and carry erratic gold values with minor chalcopyrite.

Although there is an orogenic granitic body south of the Dufay Property it is unclear what significance it has. The main quartz-carbonate-pyrite-chalcopyrite veins that have been the target of exploration work on Claim #103280 are hosted in sheared and silicified biotite, talc and chlorite schist and talc schist.

7.5 Alteration

The common alteration in many Canadian Precambrian gold areas is carbonatization of the wall rock. In the Cadillac region there are two periods of carbonatization, an earlier period in which there was extensive alteration to carbonate of the rocks associated with the deposits and a later period, confined to the veins. Indication of carbonatization is a light greyish color with alteration to rust on weathered surfaces.

On the Property, alteration recorded in drill logs consists mainly of chloritization, silicification and oxidation as noted in DDH 17.

8.0 DEPOSIT TYPES

The Dufay Property is situated approximately halfway between the Rouyn-Noranda Mining Camp and the Kirkland Lake Mining Camp (Figure 8-1). Deposit types in this area include Au-VMS and Archean lode gold type, which are typically associated with large scale regional structures known as ‘breaks’ often found in prolific greenstone belts. The Dufay Property straddles the Ontario-Quebec border in the Abitibi Greenstone Belt that contains the Timmins (Porcupine Camp), Kirkland Lake, Larder Lake, Rouyn-Noranda and Val d’Or mining areas (Figure 8-1).

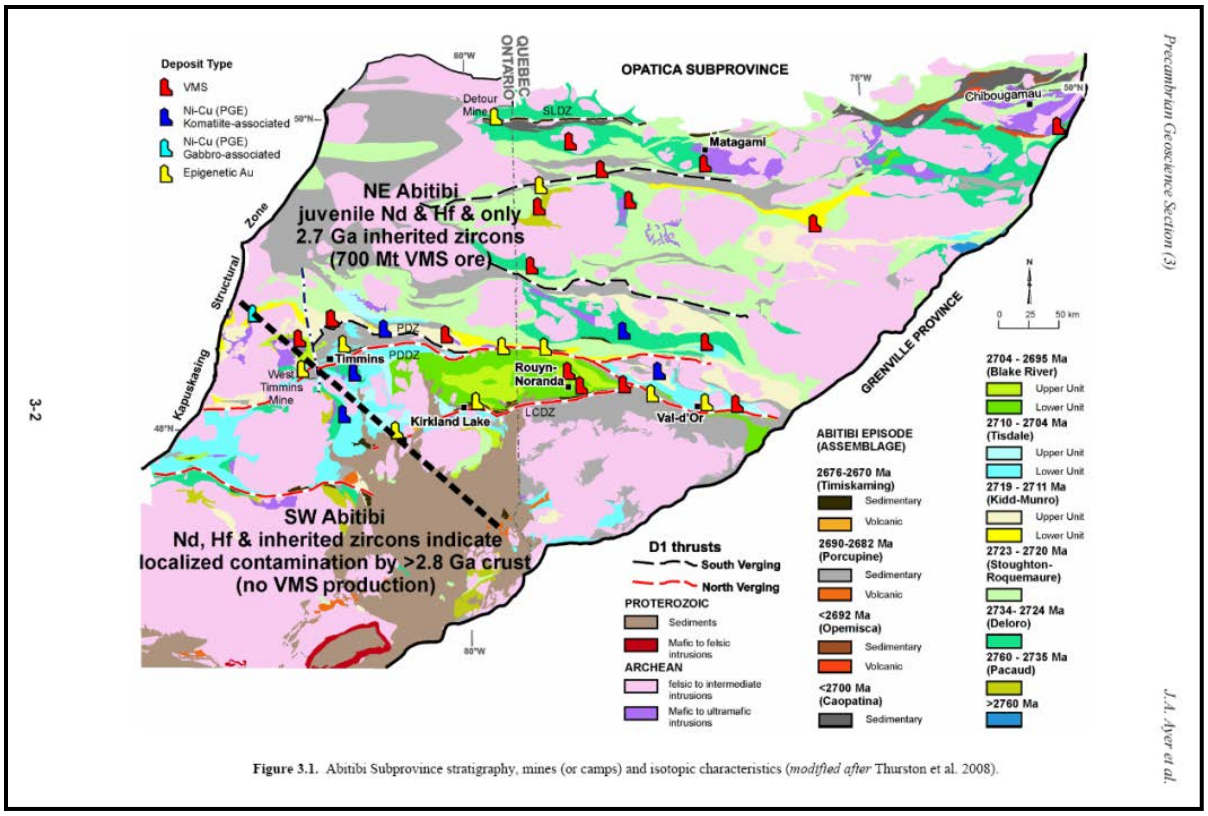


Figure 8-1. Geology of the Abitibi 'greenstone' belt and location of Kirkland Lake (geology after Goodwin and Ridler, 1970) (Ontario Geological Survey, Misc. Paper 110, p. 57)

Regional metallogeny and local geology suggests the following possibilities for economic gold mineralization in the area. From historic reporting of work completed on the Property, the Dufay Property is regarded to be preferential to quartz-carbonate veins hosting gold and/or disseminated gold sulphides mineral replacement associated with shear zones and its attendant splays and fractures. This does not imply that one or more types of mineralization may or may not be present in mineralization discovered on the Property.

1. Gold bearing strongly carbonatized and/or silicified mafic and ultramafic flows (green carbonates) within or close to the Cadillac-Larder Lake break (Kerr Addison type)

2. Quartz-carbonate gold bearing veins and/or disseminated gold sulphides mineral replacement associated with shear zones (Francoeur Mine).

3. Gold bearing quartz-carbonate veins or disseminated pyrite veins associated to syenites or calc-alkaline porphyries.

4. Cu-Au-Mo Porphyry

5. Volcanic massive sulphides (VMS, Aldermac, Selbaie, Normetal, Joutel)

9.0 EXPLORATION

Lakeside contracted CCIC, to complete an EarthProbe survey consisting of high resolution direct current resistivity and induced polarization (IP) on the Dufay Property in February-March 2011. EarthProbe technology offers high lateral resolution due to tight sample spacing of 4.4m. The purpose of the survey was to test the high-resolution IP/resistivity response over the Lac Papitose showing, to determine if the ground displays chargeable and/or conductive anomalies, and to identify potential drill targets associated with three known magnetic anomalies within 180-200m of the surface. High resolution surface IP was collected over ten lines in three areas.

9.1 Procedures and Parameters

The geophysical survey was undertaken using the EarthProbe high resolution direct current resistivity and induced polarization (DCIP) logging and tomography system. The EarthProbe system can be configured for the collection of standard surface IP data, vertical resistivity profiles (VRP), and/or multi-bore/surface-to-bore tomographic images. For this survey, data were collected using the surface DCIP configuration.

The EarthProbe technology measures the IP effect in the time-domain. Time-domain measurements involve sampling the waveform at intervals after the current is switched off, to derive the apparent chargeability, which is a measure of the strength of the induced polarization effect. At the same time as chargeability measurements are collected, apparent resistivity data can be derived from the constant current on-time of the waveform after the initial IP charging effects are over, providing further information about the presence or absence of conductive minerals within the host rocks.

9.2 Sample Method and Quality

IP data were collected in three areas (west zone, central zone, and east zone) along surface lines spaced 150 m apart, which is considered an appropriate spacing to collect the desired information about the subsurface.

IP and resistivity measurements were taken in the time-domain mode using a 2,048 millisecond (ms) square wave change cycle (512 ms positive charge, 512 ms off, 512 ms negative charge, 512 ms off). The delay time used after the charge shut off was 128 ms.

The electrode configuration used for this survey was the Wenner-alfa configuration. Stainless steel stakes were used for current electrodes (A-B) as well as for the potential electrodes (m-N). In this array, A-M-N-B is equally spaced, and for each reading, the "a-spacing" between all electrodes is incremented by one.

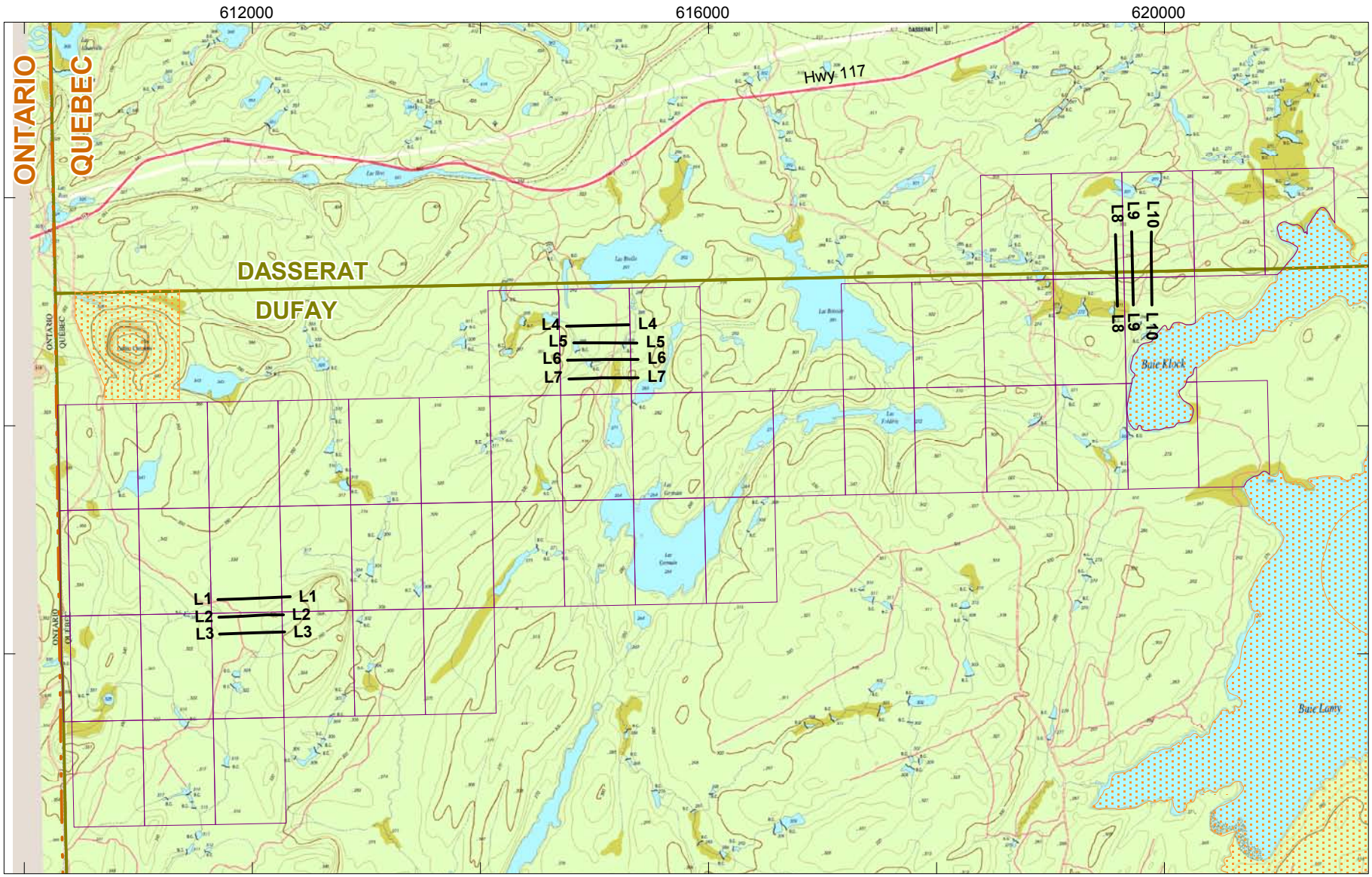
The Quality Control methods employed during the EarthProbe survey are discussed in Section 11 – Sampling Preparation, Analyses, and Security. Data collection was continuously monitored at the survey site. Data collected that did not pass conditions set in Table 11-1 was re-surveyed on site immediately. All EarthProbe final data collected on the Dufay Property passed the conditions set in Table 11-1.

Despite the results, during the interpretation process it was noted that the magnitude of the current waveform measured in the eastern grid was less than typically observed for an EarthProbe survey under non-frozen conditions. This may have decreased the measured response sensitivity range. Further analysis is required and is discussed in Section 25 – Interpretation and Conclusions.

9.3 Survey Design

The three areas consisted of the Western Grid (3 E-W lines), the Central Grid (4 E-W lines) and the Eastern Grid (3 N-S lines), with 150m spaced lines (Figure 9-1). The total line-km of the survey was 6.015 km.

The western zone comprised three west-east oriented lines targeting a region where airborne magnetic and electromagnetic anomalies had previously been identified. The central zone comprised four west-east oriented lines over the former adit and showings. The eastern zone comprised three north-south lines targeting an apparently significant magnetic anomaly. An electrode separation of 4.4 m was used on all lines. The survey covered 6.015 line-km encompassing an area of 0.644 km^2.



LEGEND

- Dufay Claims
- Protected Zone
- Quebec Townships
- EarthProbe lines

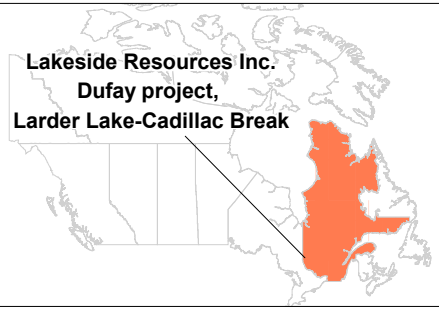


Image reference:
1:20k Quebec Topographic Map Mosaic

N
W E
S

Projection: UTM Zone 17 (NAD 83)

0 0.5 1
kilometres

Lakeside MINERALS CORP

EarthProbe Survey Location

Date: April 08, 2011	Scale - 1 : 50,000
Figure 9-1	Author : M.Ethier

CCIC Caracle Creek

9.4 Significant Results and Interpretation

The Western Grid shows shallow anomalous chargeable features in the eastern extent of the lines, with prominent anomalies on Lines 1 and 3 and a smaller anomaly on Line 2. These chargeable features, approximately 60mV/V, are potentially caused by the same source and require inversion to further delineate size and location at depth. A possible extensional feature at 100m depth is located on Line 1 as shown in Figure 9-2.

The Central Grid, comprising Lines 4-7, covers the main Lac Papitose showing and high-interest drill hole results for the Dufay Property. The ground is considered to be quite chargeable with multiple features displayed throughout each pseudosection. Some higher conductive features with coincident low chargeability are noted at surface. This block of data is recommended for inversion to resolve anomalous responses, and these results need to be related to the areas of known mineralization in 3D space. Line 5 is shown in Figure 9-3.

The Eastern Grid showed a relatively conductive feature (40,000 Ω.m) on Line 10 at 60 m depth. This anomaly appears to be detected on Line 9 but the intensity suggests it does not extend that far. The resistivity pseudosection for Line 10 is shown in Figure 9-4.

The existence of chargeable features throughout the data supports conducting inversion as a next phase of interpretation. This would help determine spatial location and size of all anomalous features. This data could then be integrated in a 3D environment to link with the current understanding of the mineralization on the Dufay Property.

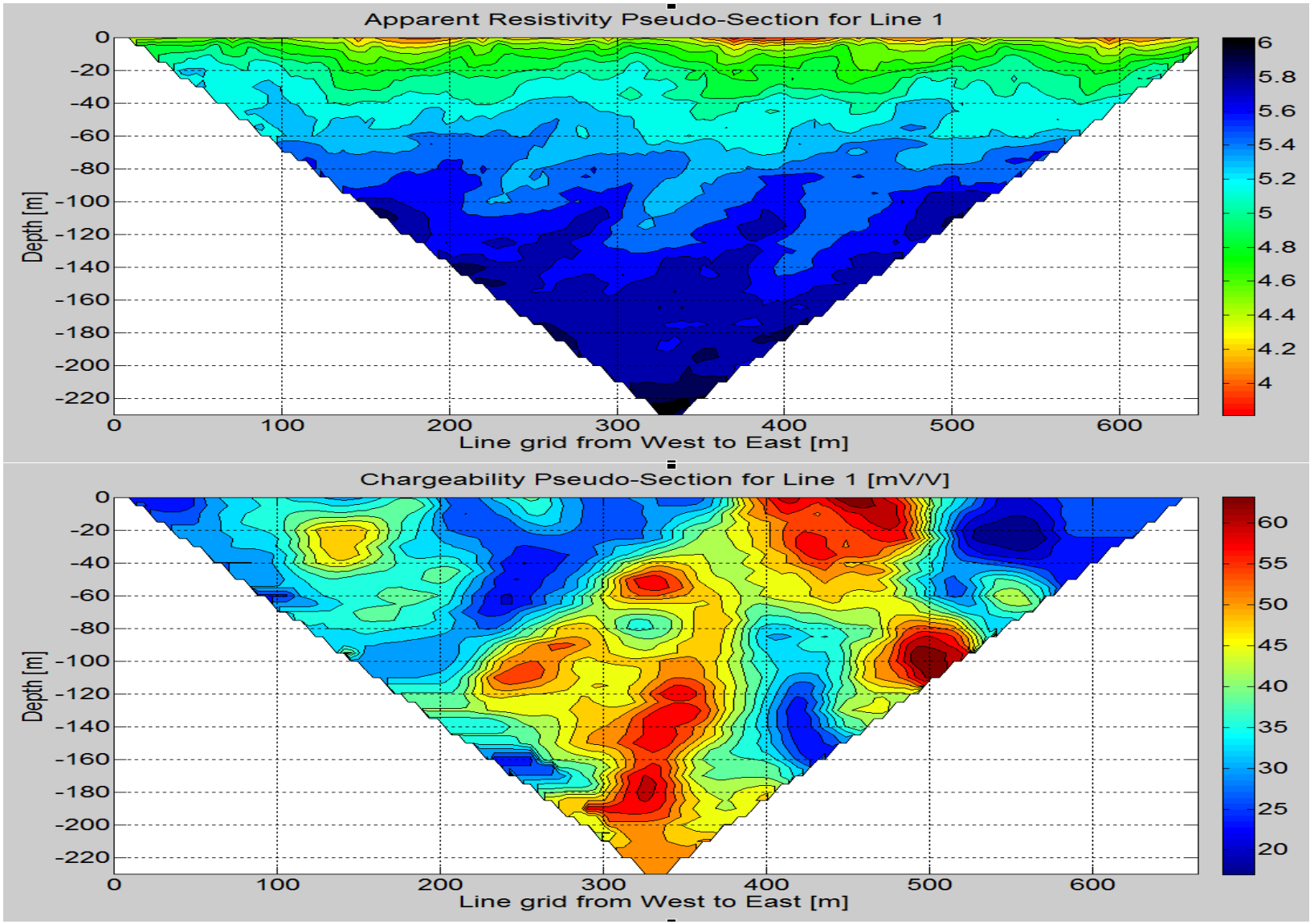


Figure 9-2. Pseudosection for Line 1 - Western Grid

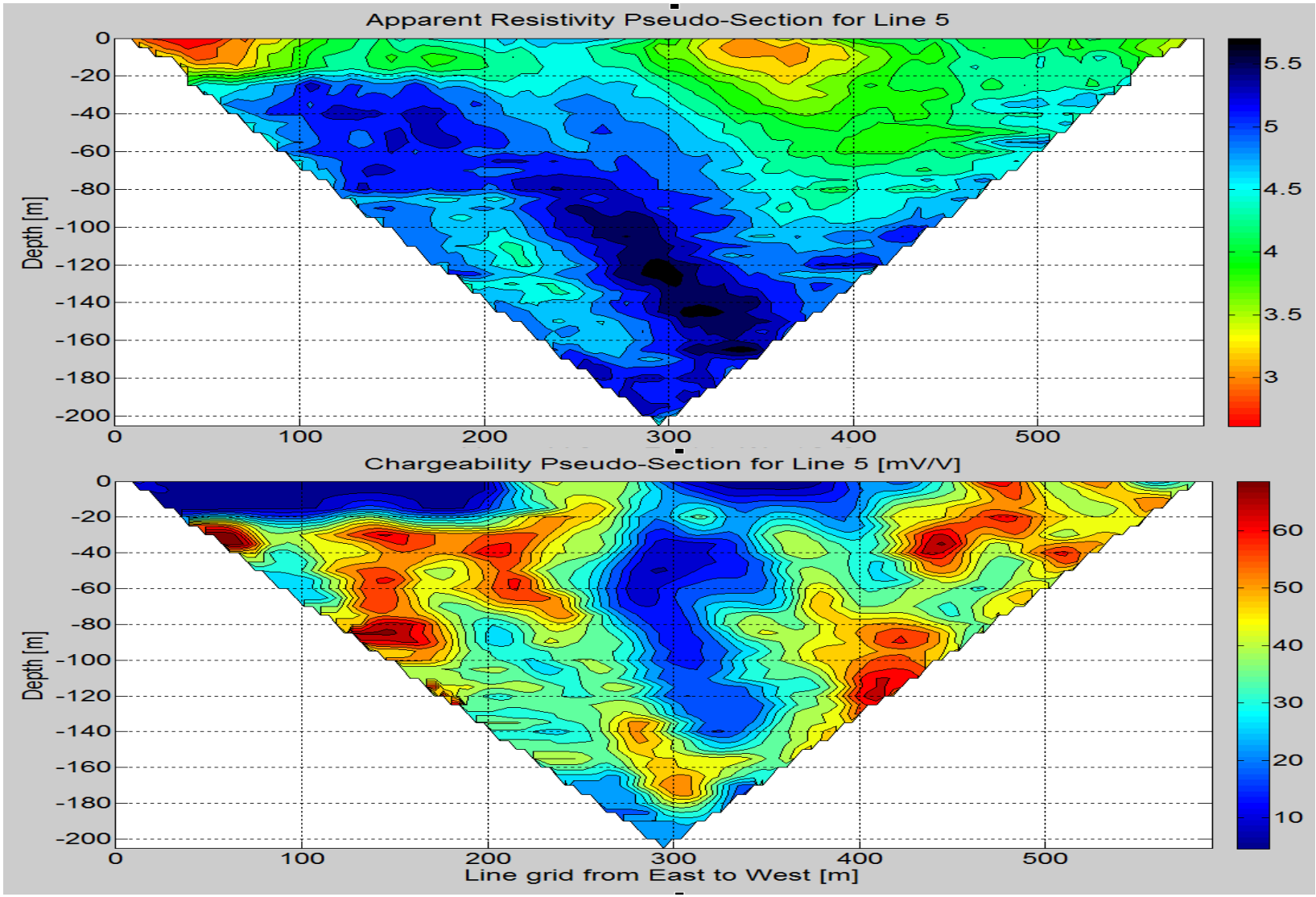


Figure 9-3. Pseudosection for Line 5 - Central Grid

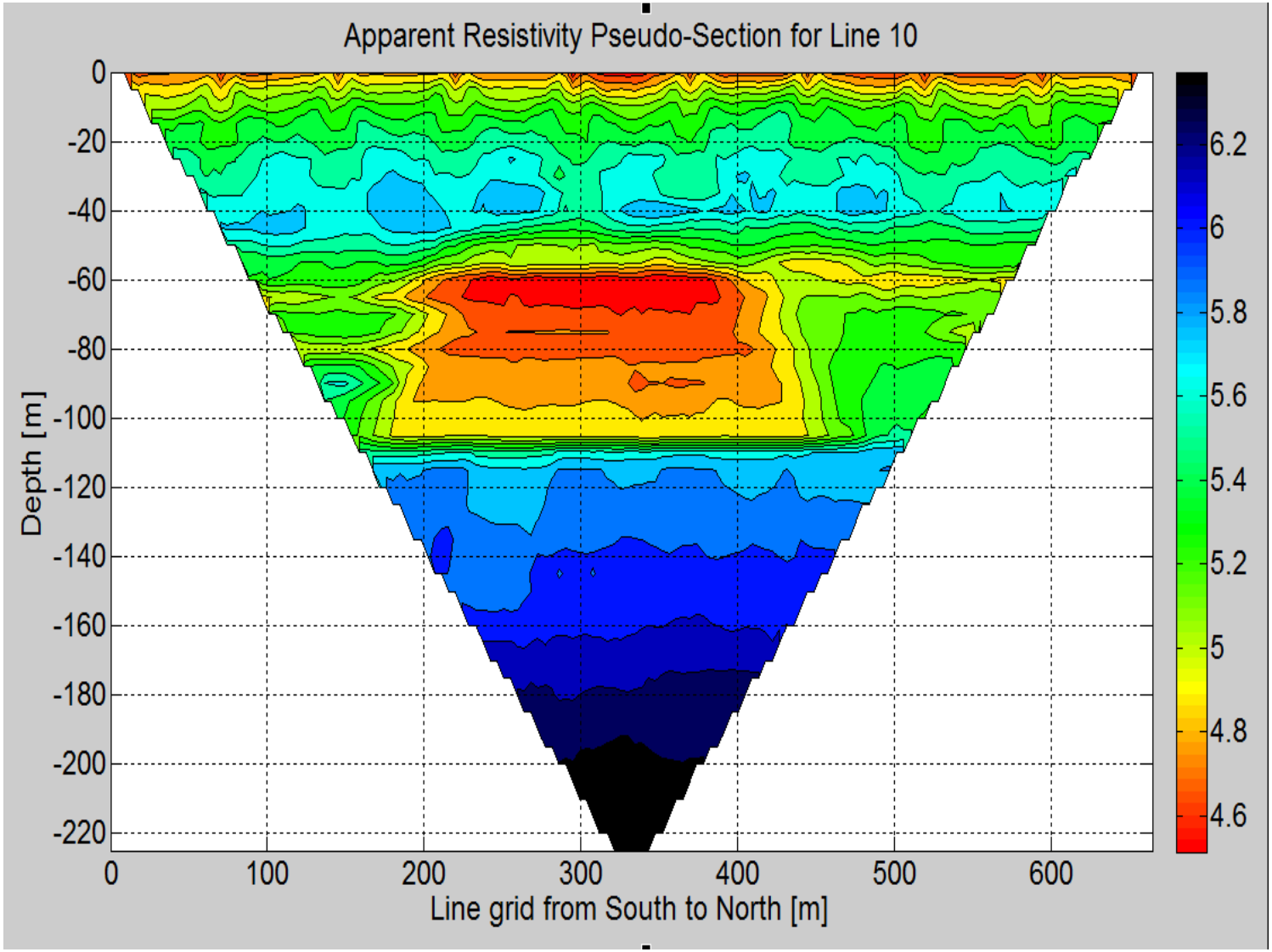


Figure 9-4. Resistivity pseudosection for Line 9 - Eastern Grid

10.0 DRILLING

No drilling has been conducted on the Property by Lakeside.

11.0 SAMPLE PREPARATION, ANALYSES, AND SECURITY

No assaying or laboratory testing was completed on the Dufay Property.

Several quality assurance/quality control (QA/QC) criteria were applied for the purpose of data verification during the EarthProbe survey. Acceptable thresholds for the survey were established by the operator based on industry accepted practices and site specific conditions. The QA/QC criteria used for this survey are summarised in Table 11-1.

Table 11-1. QA/QC data verification criteria

Survey Component	QA/QC Measure	Acceptable Threshold
Waveform	Current and voltage waveform must be a castle shape and the correlation of the current and voltage time series must be above a defined threshold	0.8
Injection current	Injected current must be within a defined range	5 – 1000 mA
Measured voltage	Measured voltage must be within a defined range	5 – 1000 mV
Apparent resistivity	Apparent resistivity must be within a defined range	0 – 50,000 Ω.m
Stacked voltages	Standard deviation of stacked voltage data must be below a defined threshold	1%
Self-potential	System self-potential must be below a defined threshold	100 mV

Data collected that did not pass conditions set in Table 11-1 was re-surveyed on site immediately. All EarthProbe final data collected on the Dufay Property passed the conditions set in Table 11-1. The Qualified Persons of this Report judge these QA/QC criteria to be acceptable thresholds for the collection of EarthProbe data.

12.0 DATA VERIFICATION

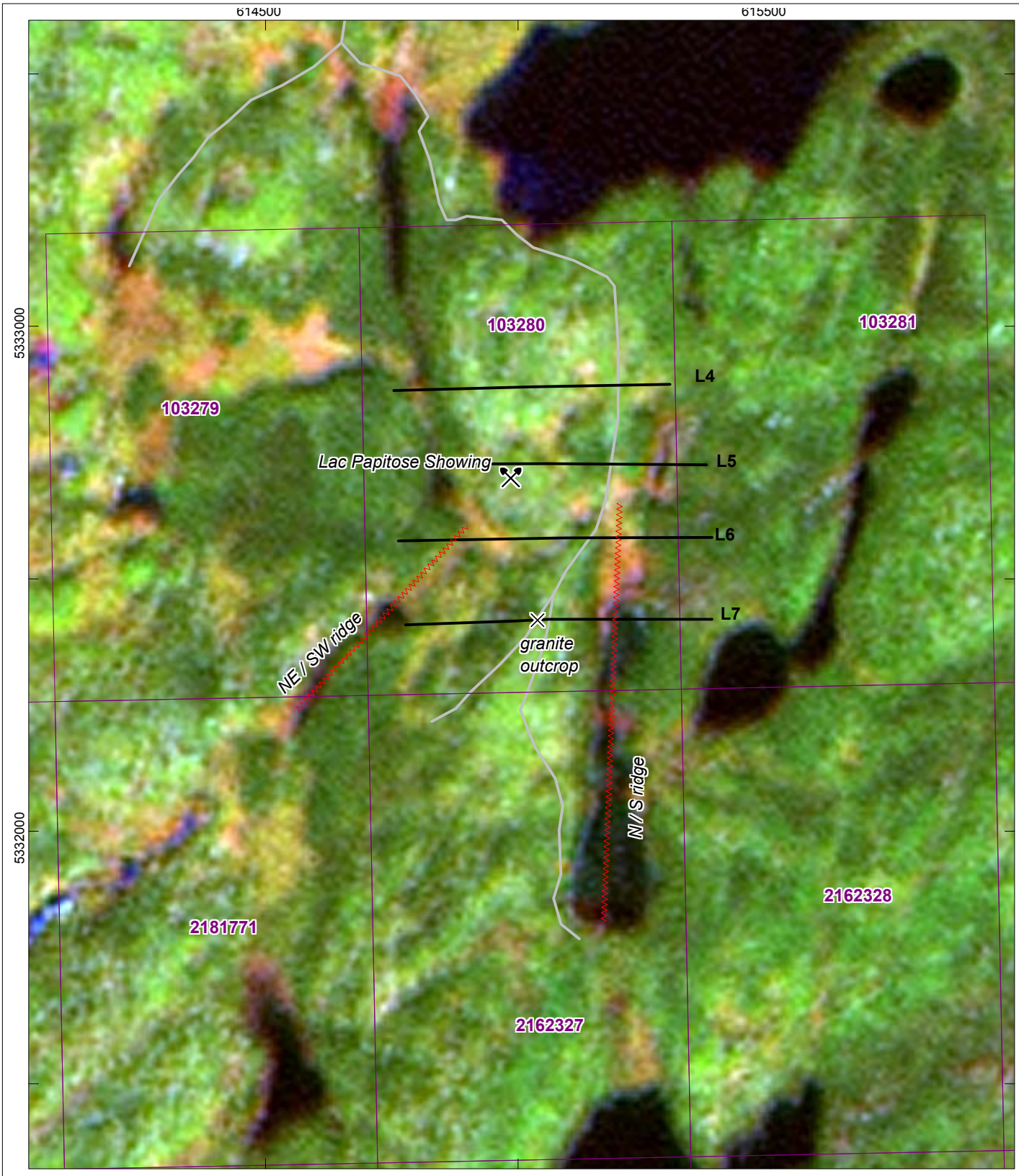
12.1 CCIC Site Visit

M. Kearney, M.Sc., P.Geo., visited the Dufay Property on April 1st and 2nd, 2011. M. Kearney is a member in good standing with the Association of Professional Geoscientists of Ontario ("APGO") (member #0540) and received a Special Authorization from the Ordre des Géologues du Québec ("OGQ") (number 178) to practice geology on the Dufay Property on behalf of CCIC. This Special Authorization is valid from April 1st, 2011 to June 31st, 2011.

Travel and access to the Property grid is by unmaintained trails and logging roads throughout the area. Access during the winter months is difficult because the trails are not ploughed. Property access to the west claims as well as the east claims was investigated but entry was made only into the mid northerly claims using the four gridlines used by the Earth Probe geophysical survey in February 2011. Claim #103280 was traversed (Figure 12-1). Only a couple of GPS readings were taken and these are mentioned in relation with the description of rock outcrop.

The relief of the part of the Property that was accessed is undulating with lower areas noted as swamps or lakes. A height of land known as Mount Cheminis (Figure 12-2) lies just north of the western claims of the Property. At least two ridges were observed trending NE-SW in the western region of Claim #103280 with a swamp in the hollows. The extensive NE-SW trending swamp noted near the westerly end of gridline #4 (Figure 12-1) may be a fault zone.

Vegetation of the ground accessed consists predominantly of spruce, and some poplar. Tag alders were prevalent in the swamps; cedars were conspicuously absent.



LEGEND

- Claims
- EarthProbe cut lines
- Roads/ ATV trails

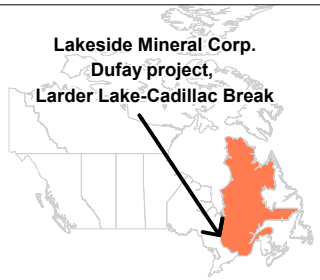


image: Spot-5 bands 4,3,1

N W E S

Projection: UTM Zone 17 (NAD 83)

0 150 300
metres

Lakeside MINERALS CORP

Trail and swamp observed on claim #103280

Date : April 07, 2011	Scale - 1 : 10,000
Figure 12-1	Author : M.Ethier

Caracle Creek

Figure 12-2. Mount Cheminis disconformity.

The Property geology has been previously described from historic assessment reporting. Because of the impediment of snow and ice, geology was difficult to ascertain. During the traversing of the area many variously sized erratics were observed ranging up to 10 feet wide x 12 feet long x 5.5 feet high (3.05m wide x 3.66m high x 1.68m long). A small rock outcrop was encountered on EarthProbe Line #7 at 615039 mE, 5332420 mN (NAD83, UTM Zone 17N), elevation 284m ± 4 m (Figure 12-1 and Figure 12-3).

Figure 12-3. Granite ridge located on Grid Line #4.

The outcrop consisted of silicified chlorite schist trending in a NE-SW direction and granite. A small amount of grey-clear coloured quartz veining within the green chlorite schist up to 5mm in width was noted. Associated with this, considerable disseminated chalcopyrite and pyrite with limonite staining was seen. More sulphides occurred at the contact of the sediments and the granite. Carbonitization was also noted.

A GPS reading was taken west of the mid-point of EarthProbe Line #7 on the main trail, centre grid; E0615064, N5332419, ±3m accuracy, elevation 279m.

12.2 ACA Howe Site Visit

At the request of the TSX regulators, Mr. Felix Lee of ACA Howe International Limited conducted a site visit of the Dufay Property on September 6th, 2011. Mr. Lee is a member in good standing with the Association of Professional Geoscientists of Ontario ("APGO") (member #0758).

The Property was accessed by ATV trails. Claim #103280 was traversed, and the veins historically stripped by Les Explorations Carat were examined (see Section 6.11 – Les Explorations Carat [2007-2008]). Historic drill collars also noted.

12.3 EarthProbe Survey

Ms. Julie Palich, M.Sc., P.Geo. (APGO #1880), author of this Report, reviewed and interpreted the EarthProbe data for this report. As stated in Section 11 – Sampling, Preparation, Analyses and Security, all data passed the QA/QC conditions set in Table 11-1. During the processing phase, changes in signal strength were detected between grids. Further investigation is warranted, as discussed in Section 25 – Interpretation and Conclusions.

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

No mineral processing or metallurgical test work has been commissioned by Lakeside on potential ores from the project area.

14.0 MINERAL RESOURCE ESTIMATES

Mineral resources have not been estimated on the Property.

15.0 MINERAL RESERVE ESTIMATES

Mineral reserves have not been estimated on the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

16.0 MINING METHODS

Mining methods have not been assessed for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

17.0 RECOVERY METHODS

Recovery methods have not been assessed for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

18.0 PROJECT INFRASTRUCTURE

Project infrastructure has not been determined for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

19.0 MARKET STUDIES AND CONTRACTS

Market studies have not been conducted on the Property. Contracts material to the issuer have not been identified for the development of the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

20.0 ENVIRONMENTAL STUDIES, PERMITTING, AND SOCIAL OR COMMUNITY IMPACT

Environmental studies, permitting, social or community impact has not been studied for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

21.0 CAPITAL AND OPERATING COSTS

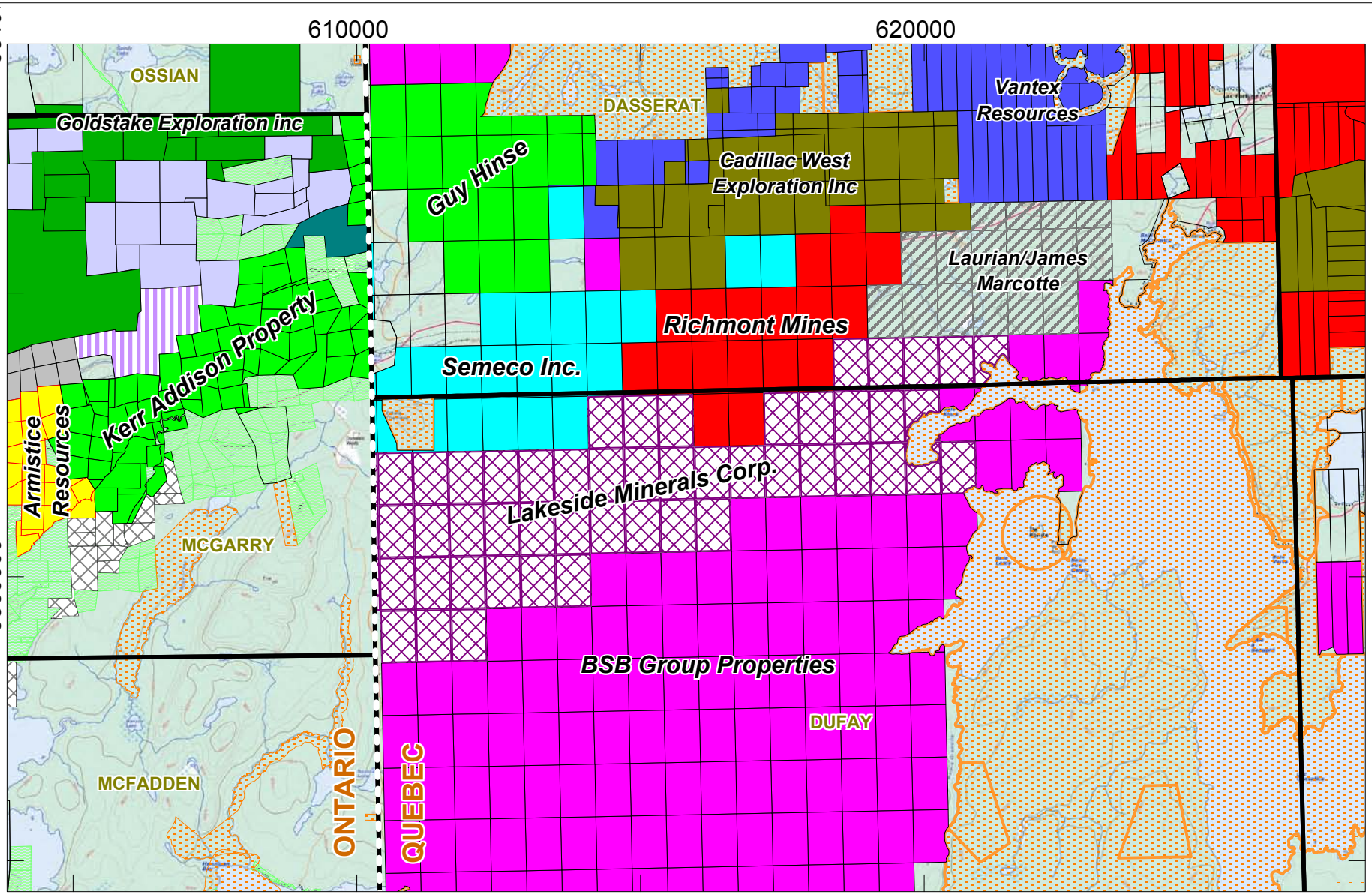
Capital and operating costs have not been estimated for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

22.0 ECONOMIC ANALYSIS

An Economic Analysis has not been estimated for the Property. This Property is not considered an Advanced Property as defined by the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

23.0 ADJACENT PROPERTIES

The following summarizes adjacent properties to the Dufay Property (Figure 23-1). This information is publicly available from websites, company websites, press releases, NI 43-101 Reports and from academic papers or their abstracts. The Qualified Persons of this Report have been unable to verify the information. This information is not necessarily indicative of the mineralization on the Property that the subject of this Report. This Report clearly distinguishes between the information on adjacent properties and the information on the Dufay Property.



LEGEND

- Claims
- Ontario Patent lands
- Ontario-Quebec Townships
- Protected Zone

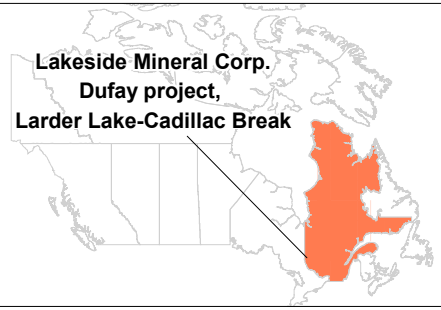


Image Reference:
1:50k Canada Topographic Map Mosaic (32d/04-32d03)

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Projection: UTM Zone 17 (NAD 83)

0 1 2
kilometres

Lakeside MINERALS CORP

Adjacent Properties to Dufay

Date : April 08, 2011	Scale 1 : 100,000
Figure 23-1	Author : M.Ethier

CCIC Caracle Creek

23.1 Kerr-Addison Mine, Timiskaming District, Ontario

The Kerr-Addison Mine is located approximately 5 km west of the Dufay Property. It has produced approximately 12 million ounces of gold over a 58 year operating life (Anderson, 2009). Gold-bearing zones within its extensive mineralized system were mined from surface to a depth of 4,500 ft (=1371m) below surface, and over a strike length of about 3,200 ft (=975m). The past-producing Chesterville mine to the east also recorded notable gold production, and the property was absorbed into that of the Kerr Addison during the 1950's. The Qualified Persons of this Report have been unable to locate publicly available historic resource or reserve estimates for the Kerr-Addison Mine that are compliant with the section 2.4 of the Instrument.

23.2 Semeco Inc.

According to MRNF Report on Mineral Activities in Quebec, 2010, Semeco Inc is conducting exploration for gold on the Lac Dasserat property, immediately north of the Dufay Property (DV 2011-02, 2011). Semeco Inc has not published an NI 43-101 Compliant Technical Report on the Lac Dasserat property.

23.3 Richmont Mines

Richmont Mines is currently operating the Arncoeur exploration property, which is located directly north of the Dufay claim block. According to the company website, this property dates back to 1936-1937 where Arcncoeur Gold Mines conducted stripping, sampling and drilling of shallow drill holes in the western part of the property (Richmont Mines, 2011). "Interesting" gold values are said to have been reported, but work was suspended at the end of 1937. According to Richmont Mines, more favorable targets for gold on this property are mainly within the prolongation of the Francoeur-Wasa shear, which covers the lateral and down-dip extensions of the Francoeur Mine's West Zone deposit. Richmont Mines has not published an NI 43-101 Compliant Technical Report on the Arncoeur property.

23.4 Cadillac Mining Corporation/ Cadillac West Exploration Inc.

Cadillac Mining Corporation, formerly Cadillac Exploration Inc., operates the West Cadillac Project, located north of the Dufay Property (Cadillac Mining, 2011). The company's prime target consists of a 24 km long section of the Cadillac Break, and commenced with drill testing in 2005. According to a press release dated February 24th, 2011, Cadillac Mining Corporation will commence an exploration program comprising geophysics and diamond drilling on its "Wasa" property (Cadillac Mining, 2011). Cadillac

Mining Corporation has not published an NI 43-101 Compliant Technical Report on the Wasa or West Cadillac Projects.

24.0 OTHER RELEVANT DATA AND INFORMATION

No additional information or explanation is necessary to make this technical report more understandable.

25.0 INTERPRETATION AND CONCLUSIONS

The Dufay Property consists of 53 mining claims covering 2,763 ha and is located 40 km west of Rouyn-Noranda between the Rouyn-Noranda and Kirkland Lake mining camps. Historic reports indicate that the Property is comprised of predominantly Temiscaming sediments with interbedded gneissic units. Historic exploration on the Property delineated three gold-bearing quartz veins but their exact lengths, widths, depths and continuity are not known at this early stage of exploration.

An EarthProbe IP/resistivity survey was completed on the Dufay Property to assess the chargeable/conductive response over the Lac Papitose showing and to determine if similar responses are viewed in other magnetically anomalous areas. The survey consisted of 6.015 line kilometres and was conducted in February-March, 2011. The survey was considered to be successful in that it demonstrated several chargeable anomalies, especially in the Central Grid covering the known mineralization. It is therefore considered to have met its original objectives. The data should be inverted to understand the size and extent of all potential targets and their relationship to the mineralization in a 3D context.

The data density is considered to be high given the 4.4m station spacing over the industry standard of 25m and is therefore considered to be adequate. Data reliability is also considered to be sufficient as all data collected passed the QA/QC criteria listed in Section 13 – Sample Security, Preparation and Analysis. During the processing phase, changes in signal strength were detected between grids. Further investigation is warranted.

The significant risks and uncertainties that could reasonably be expected to affect the reliability or confidence in the above summarized exploration information are related to the unreliability of historical data and include:

- Historic maps may encounter geo-referencing problems

- Advancements in analytical techniques will improve assay results
- Difficulty in locating historic drill collars to verify their location
- Advances in geophysical techniques to improve the quality of interpretation

Continuing work on the Property will help identify these errors and hence minimize or quantify the uncertainty of this historic work. With respect to foreseeable impacts on these risks and uncertainties to the Project's potential economic viability, the main impact will be within the confirmation of historic copper results, the results found when assaying for gold, and the market variation of gold and copper prices.

Upon review of historical exploration data and results of the 2011 IP survey on the Dufay Property, the Qualified Persons of this Report conclude that further exploration on the Property is warranted. The Dufay Property shows potential for gold mineralization similar to quartz-carbonate-pyrite-chalcopyrite vein mineralization characteristic of the Larder Lake – Cadillac Break. The Dufay Property also shows disseminated sulphide-type mineralization in a variety of rock types. This type of mineralization was recorded in historical drill logs as discussed in Section 7.3 – Mineralization. The significance of this type of mineralization remains to be investigated.

26.0 RECOMMENDATIONS

To further explore the Dufay Property, it is recommended to conduct a work program consisting of an office-based 2/3D compilation and a summer field exploration program.

The compilation will generate a 3D Earth Model for the project that would help better visualize the data that exists throughout the entire Property as well as the detailed information over claims 103279, 103280 and 103281. This compilation will endeavour to include all historical data available from MRNF assessment reports, government work and published articles, as well as historic diamond drill holes, logs and assay results. Particular attention will be geared towards the identification and width of zones of shearing, quartz veining and mineralization. This compilation will attempt to correlate intersections between drill holes, as well as results from geological mapping of outcrops, trenching results and grab and channel sample results. The data from EarthProbe will be inverted and incorporated into this model, as well as any additional geophysical and geochemical surveys and their respective anomalies. Topographic, SRTM data, airborne geophysics and other existing imagery will be reviewed and incorporated to help

identify structural lineaments, locations of areas of outcrop, zones of major contacts, and correlation with known geological mapping.

CCIC further recommends a field program consisting of stripping, geological mapping, structural mapping, geochemical soil sampling and a high resolution airborne geophysics survey. Further stripping of the area exposed by Les Explorations Carat in 2007-2008 is recommended to increase the area exposed for bedrock mapping. The bedrock mapping program will help create a consistent nomenclature and interpretation of lithologic units on the Property. General mapping will be conducted over the area of the Lac Papitose showing and detailed mapping will be conducted over areas of selected outcrops to determine structure and plunge of mineralization. Prospecting and mapping should also be conducted over known geophysical anomalies as well as interpreted fault and shear zones.

Concurrent grab sampling of rock types will help understand their geochemical nature. Due to the multiple deposit types in the regional area, it is necessary to determine the mode of occurrence of gold or base metals on the Property. Re-assaying of previously sampled lithological units is recommended for this phase. It is also recommended to assay for base metals as well as gold, as significant copper intercepts have been reported in historic work. The structures of the Dufay Property should also be mapped during this program to understand the relationship between the quartz veins and the shear/deformation zones.

A geochemical orientation survey is recommended to determine the most adequate geochemical method to use for future exploration. The orientation survey should be conducted over known showings, areas where diamond drill holes intersected mineralization, geophysical anomalies of interest and interpreted fault and shear zones.

A high resolution airborne geophysical survey (such as helicopter-borne Mag/EM survey) is also recommended. The results would add value to the geological mapping by identifying zones of faulting, shearing, alteration and major contacts, as well as identify conductive zones and target mineralization.

A budget for the exploration program is provided in Table 26-1.

26.1 Proposed Budget

Table 26-1 contains the recommended exploration budget for the Dufay Property.

Table 26-1. Recommended exploration budget for the Dufay Property.

Item	Amount	Units	Rate		Approximate Cost
3D Compilation					
Inversion of EarthProbe Data	10	lines	$ 600	$	6,000
2/3D Compilation of Data	10	man-day	$ 900	$	9,000
Field Program					
Prospecting	15	man-day	$ 750	$	11,250
Stripping	5	day	$ 200	$	1,000
Geological/Structural Mapping	20	man-day	$ 1,000	$	20,000
Soil Geochem survey	120	man-day	$ 1,000	$	120,000
Assaying - Rock Samples	50	samples	$ 40	$	2,000
Soil Samples	6000	samples	$ 40	$	240,000
Meals	155	man-day	$ 75	$	11,625
Accommodations	155	man-day	$ 100	$	15,500
Helicopter-borne TDEM survey	550	line-km	$ 140	$	77,000
TOTAL PHASE 1				**$**	**513,375**

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APPENDIX I

CERTIFICATES OF AUTHOR

FELIX LEE
56F West Ave,
Toronto, Ontario, M4M 2L8

I, Felix Lee, P.Geo., do hereby certify that:

1. I have been employed since 1992 with A.C.A. Howe International Limited, mining and geological consultants, presently located at 365 Bay St., Suite 501, Toronto, Ontario, Canada M5H 2V1, and am currently the president of, and a senior geologist with, the firm.
2. I graduated with the degree Bachelor of Science, Geology from McMaster University in 1986 and with a joint Masters of Business Administration degree from the Kellogg School of Management, Northwestern University and Schulich School of Business, York University in 2005.
3. I am a Fellow of the Geological Association of Canada and a member of the Society of Economic Geologists, and a registered Professional Geoscientist (P.Geo.) in good standing in the Province of Ontario (APGO no. 0758).
4. I have worked as a geologist for a total of 25 years since graduation from university.
5. I have read the definition of "Qualified Person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfil the requirements to be a "Qualified Person" for the purposes of NI 43-101.
6. I visited the Property on September 6th, 2011.
7. I am co-author of the technical report titled: "Independent Technical Report, Dufay Property, Rouyn-Noranda, Quebec, Canada – Amended and Restated", with Original and Effective Date: April 12th, 2011 and Amended and Restated (Signing) Date: September 12th, 2011, and prepared for Lakeside Minerals Corp.
8. I have not had any prior involvement with Lakeside Minerals Corp., or the property that is the subject of this report.
9. I am not aware of any material with fact or material change with respect to the subject matter of the report that is not reflected in the report, the omission to disclose which makes the report misleading.
10. I am independent of the issuer as defined in section 1.4 of National Instrument 43-101.
11. I have read National Instrument 43-101 and Form 43-101F1 and the report has been prepared in compliance with that instrument, form, standards and guidelines.
12. I consent to the filing of the report with the TSX and TSX Venture stock exchanges and relevant regulatory authorities and any publication by them, including electronic publication in the public company files on their websites accessible by the public, of the report.

DATED this 12th Day of September 2011.

"signed and sealed"

_____

Felix N. Lee, P.Geo., B.Sc., M.B.A.

Jenna McKenzie
34 King St. East, 9th floor
Toronto, Ontario, Canada, M5C 2X8
Telephone: 416-368-1801
Email: jmckenzie@cciconline.ca

CERTIFICATE OF AUTHOR

I, Jenna McKenzie, do hereby certify that:

1. I am employed as a Project Geophysicist for the geological consulting firm of Caracle Creek International Consulting Inc. Canada (CCIC).
2. I am jointly responsible for the Technical Report titled "Independent Technical Report, Dufay Property, Rouyn-Noranda, Quebec, Canada – Amended and Restated", with Original and Effective Date: April 12th, 2011 and Amended and Restated (Signing) Date: September 12th, 2011, and prepared for Lakeside Minerals Corp.
3. I hold the following academic qualifications: Hons. B.Sc. Physics: Geophysics (2002) University of Toronto.
4. I am a member of the Association of Professional Geoscientists of Ontario (Member #1653). I am a member in good standing of the Canadian Exploration Geophysical Society (KEGS) and the Society of Exploration Geophysicists (SEG).
5. I have worked as a geophysicist for ten years in industry and have worked on a variety of properties including diamond, oil-industry seismic processing, gold, potash, and Ni-Cu-PGE. I am a Qualified Person for the purpose of this instrument.
6. I have not visited the Dufay Property.
7. I am independent of the issuer of this report applying all the tests in section 1.5 of National Instrument 43-101.
8. I have had no prior involvement with the Property that forms the subject of this Technical Report.
9. I have read the NI 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.
10. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them, including electronic publication in the public company files on their websites accessible by the public.
11. As of the effective date of this technical report, to the best of my knowledge, information and belief, the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Dated this 12th of September, 2011.

Respectfully Submitted,

"Signed and Sealed"

Jenna McKenzie, Hons. B.Sc., P.Geo.
Project Geophysicist, CCIC Canada

M. K. Kearney
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Toronto, Ontario, Canada, M4S 3H6
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CERTIFICATE OF AUTHOR

I, M. K. Kearney, do hereby certify that:

1. I am employed as an Associate Consulting Geologist to the geological consulting firm of Caracle Creek International Consulting Inc. Canada (CCIC).
2. I am jointly responsible for the Technical Report titled "Independent Technical Report, Dufay Property, Rouyn-Noranda, Quebec, Canada – Amended and Restated", with Original and Effective Date: April 12th, 2011 and Amended and Restated (Signing) Date: September 12th, 2011, and prepared for Lakeside Minerals Corp.
3. I hold the following academic qualifications: B.Sc. in Geology/Geography (1974) from the University of Waterloo and a M.Sc. in Geology and Environmental Studies (2004) from the University of Toronto.
4. I am a member of the Association of Professional Geoscientists of Ontario (Member #0540), the American Institute of Professional Geologists (CPG 8253), and the Geological Society, London, England (CGeolFGS # 1002958). I am member of the Ordre des Geologue du Quebec (#210) and hold a special authorization (# 178) to practice geology in Quebec on behalf of CCIC. I am also a Fellow of the Geological Association of Canada, the Association of Economic Geologists and the Association of Engineering Geologists.
5. I have been engaged in mining exploration since 1967 and have been practicing as a Consulting Geologists since 1979. I have worked on a variety of properties including base metal, precious metals, uranium, diamond and industrial minerals. I am a Qualified Person for the purpose of this instrument.
6. I have visited the Dufay Property on April 1st and 2nd, 2011.
7. I am independent of the issuer of this report applying all the tests in section 1.5 of National Instrument 43-101.
8. I have had no prior involvement with the Property that forms the subject of this Technical Report.
9. I have read the NI 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.
10. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them, including electronic publication in the public company files on their websites accessible by the public.
11. As of the effective date of this technical report, to the best of my knowledge, information and belief, the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Dated this 12th of September, 2011.

Respectfully Submitted,

"Signed and Sealed"

M. K. Kearney, M.Sc., P.Geo. CPG, Géo, FEG, FGAC, CGeolFGS
Associate Consulting Geologist, CCIC Canada

Julie Palich
34 King St. East, 9th floor
Toronto, Ontario, Canada, M5C 2X8
Telephone: 416-368-1801
Email: jpalich@cciconline.ca

CERTIFICATE OF AUTHOR

I, Julie Palich, do hereby certify that:

1. I am employed as a Geophysicist and Geochemist for the geological consulting firm of Caracle Creek International Consulting Inc. Canada (CCIC).
2. I am responsible for the geophysical aspects of the Technical Report titled "Independent Technical Report, Dufay Property, Rouyn-Noranda, Quebec, Canada – Amended and Restated", with Original and Effective Date: April 12th, 2011 and Amended and Restated (Signing) Date: September 12th, 2011, and prepared for Lakeside Minerals Corp.
3. I hold the following academic qualifications: B.Sc. in Geophysical Engineering from the Colorado School of Mines (1996) and a M.Sc. in Geology (Geophysics/Geochemistry specialty) from Monash University (2001).
4. I am a member of the Association of Professional Geoscientists of Ontario (Member #1880) and the Australasian Institute of Mining and Metallurgy (AUSIMM Member #301564). I am a member in good standing of the Society of Exploration Geophysicists (SEG), Canadian Exploration Geophysical Society (KEGS) and the Environmental and Engineering Geophysical Society (EEGS).
5. I have been practicing geophysics and geochemistry continuously since 1996 and have worked on a variety of properties in industry including gold, nickel-sulphides, Cu-Pb-Zn, coal and mineral sands. I am a Qualified Person for the purpose of this instrument.
6. I have not visited the Dufay Property.
7. I am independent of the issuer of this report applying all the tests in section 1.5 of National Instrument 43-101.
8. I have had no prior involvement with the Property that forms the subject of this Technical Report.
9. I have read the NI 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.
10. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them, including electronic publication in the public company files on their websites accessible by the public.
11. As of the effective date of this technical report, to the best of my knowledge, information and belief, the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Dated this 12th of September, 2011.

Respectfully Submitted,

"Signed and Sealed"

Julie Palich, M.Sc., P.Geo.
Geophysicist, CCIC Canada

APPENDIX II

OPTION AGREEMENT

PRIVATE AND CONFIDENTIAL

October 13, 2010

Mundiregina Resources Canada Inc.
56 Roehampton, Unit 62
St. Catharines, Ontario
L2M7S8, Canada

&

Les Explorations Carat Inc.
483 Boulevard Sabourin
Val-d'Or, QC
J9P 4P6, Canada

&

Diane Audet
429 Rue Beauvais,
Val-d'Or, Vallée-de-l'Or, Québec
J9P 4P6, Canada

Attention: Jerry McCollough, Jean Robert & Diane Audet

Dear Sir:

Re: Acquisition of Mineral Claims

The purpose of this letter agreement is to set forth the basis upon which Alpaca Holdings Corp. (the "**Acquirer**") will acquire an option (the "**Option**") from Mundiregina Resources Canada Inc. ("**Mundiregina**"), Les Explorations Carat Inc. ("**Carat**"), and Diane Audet ("**Diane**") (collectively, the "**Vendors**") to acquire certain mineral claims (the "**Mineral Claims**") as described in Schedule "A" attached hereto (collectively, the "**Mineral Claims**"). This letter agreement has been prepared on the basis that legally enforceable rights and obligations will be created upon the execution of this letter agreement by the parties hereto.

Terms and Conditions of Agreement

1. The Vendors hereby grant an Option to the purchaser to acquire all of the right, title and interest in the Mineral Claims on the following terms:

(a) Immediately upon execution of this agreement, the Acquirer will issue an aggregate of 1,000,000 common shares (the "**Shares**") in the capital of the Acquirer to the Vendors (500,000 to Mundiregina, 400,000 to Carat, and 100,000 to Diane) and pay to the Vendors an aggregate of $25,000 (to be divided by the Vendors $12,500 to Mundiregina, $10,000 to Carat, and $2,500 to Diane).

(b) The Acquirer will provide the Vendors with the following additional consideration on the following schedule, all to be paid on a pro rata basis such that Mundiregina receives 50%, Carat 40%, and Diane 10%:

(i) $50,000 in cash and 250,000 common shares of the Acquirer on the first anniversary of the execution of this Agreement;

(ii) $75,000 in cash and 250,000 common shares of the Acquirer on the second anniversary of the execution of this Agreement;

(iii) $100,000 in cash and 1,000,000 common shares of the Acquirer on the third anniversary of the execution of this Agreement;

(c) The Acquirer will undertake a reverse take-over transaction with a reporting issuer and list on the TSX Venture Exchange and at the closing of that contemplated transaction will target to have the capital structure outlined at Schedule "C" hereto, which however is subject to change.

(d) The Acquirer shall spend at least $500,000 in exploration on the Mineral Claims within the first 18 months after the execution of this Agreement, and an additional $500,000 in exploration on the Mineral Claims within the second 18 months after the execution of this Agreement.

(e) Upon all of the conditions being met in this Section 1 herein, the Vendors shall transfer to the Acquirer all their right, title and interest to the Mineral Claims, subject to the net smelter royalty ("**NSR**") as so provided in Section 2 herein.

2. **Net Smelter Royalty.**

(a) In respect of the Mineral Claims as described in Schedule "A" hereto, the Acquirer will grant to the Vendors an aggregate 2% NSR in accordance with the terms and conditions set out in Schedule "B" annexed hereto (Mundiregina to receive 1%, with 0.8% to Carat and 0.2% to Diane).

(b) The Acquirer or its assignee (as described in Section 1(f) below) shall have the right at any time to acquire half (being 1%) of the net smelter royalty from the Vendors, free and clear of any liens, charges or encumbrances whatsoever, upon payment of Cdn.$500,000 in total to the vendors.

3. **Representations and Warranties of Vendors.** The Vendors hereby represent and warrant to the Acquirer as at the date hereof and acknowledge and confirm that the Acquirer is relying upon such representations and warranties in connection with the purchase by the Acquirer of the Mineral Claims from the Vendors as follows:

(a) (i) the Vendors are in exclusive possession of the Mineral Claims; (ii) the Vendors have not received any notice of default of any of the terms or provisions of the Mineral Claims; (iii) the Vendors have the authority under the Mineral Claims to perform fully its obligations under this letter agreement; (iv) the Mineral Claims are valid and in good standing; (v) the Vendors have no knowledge of any act or omission or any condition on the lands (the "**Lands**") comprising the Mineral Claims which could be considered or construed as a default under the Mineral Claims; and (vi) the Mineral Claims are free and clear of all encumbrances or defects in title;

(b) the Vendors have delivered to or made available for inspection by the Acquirer all existing data with respect to the Mineral Claims and the Lands in its possession or control, and true and correct copies of all exploration or exploitation concessions, leases or other contracts relating to the Mineral Claims;

(c) to the best of the Vendors' knowledge (i) the Vendors are the legal owner of the Mineral Claims; (ii) the Mineral Claims were properly issued by and are properly registered with the appropriate governmental agencies; (iii) all annual labour required to hold the Mineral Claims have been timely and properly performed and all governmental fees required to hold the Mineral Claims have been timely and properly paid through to the date hereof; (iv) proof of the performance of required annual labour with respect to the Mineral Claims has been timely and properly filed with the appropriate governmental agencies; and (v) the Mineral Claims are free and clear of encumbrances or defects in title;

(d) With respect to the Mineral Claims, to the Vendors' knowledge, there are no pending or threatened actions, suits, claims or proceedings, and there have been no previous transactions affecting their interests in the Mineral Claims which have not been for fair consideration;

(e) (i) to the Vendors' knowledge, the conditions existing on or with respect to the Lands are not in violation of any laws (including without limitation any environmental laws), nor causing or permitting any damage (including Environmental Damage, as defined below) or impairment to the health, safety, or enjoyment of any person at or on the Lands or in the general vicinity of the Lands; (ii) to the Vendors' knowledge, there have been no past violations by them or by any of their predecessors in title of any environmental laws or other laws affecting or pertaining to the Lands, nor any past creation of damage or threatened damage to the air, soil, surface waters, groundwater, flora, fauna, or other natural resources on, about or in the general vicinity of the Lands ("**Environmental Damage**"); and, the Vendors have not received inquiry from or notice of a pending investigation from any governmental agency or of any administrative or judicial proceeding concerning the violation of any laws, and the Vendors are not aware of any release of any hazardous materials at, from or affecting the Lands;

(f) there are no royalties or other burdens on production affecting the Mineral Claims;

(g) to the best of the Vendors' knowledge, the Vendors have obtained all material permits, licenses, approvals, authorizations and qualifications of all federal, provincial and local authorities required for it to carry on its current operations at or on the Lands. To the best of the Vendors' knowledge, the Vendors are not in material violation of and have no material liability (other than liability for compliance with existing permits and laws, including but not limited to performance of reclamation) under any statute, rule or regulation of any governmental authority applicable to the Lands;

(h) the Vendors have conducted all of their operations and activities on the Lands in material accordance with applicable laws (including without limitation environmental laws), and to the best of their knowledge, the Vendors are not in material violation of any law, rule, ordinance, or other governmental regulation, including, without limitation, those relating to zoning, condemnation, Mineral, reclamation, environmental matters, equal employment, and federal, provincial, or local health and safety laws, rules, and regulations, the lack of compliance with which could materially adversely affect the Lands;

(i) all federal, provincial and local excise, property and other taxes and assessments pertaining to or assessed against the Lands have been timely and properly paid; and

(j) all negotiations relative to this letter agreement and the transactions contemplated hereby have been carried on by the Vendors in such manner as not to have the Vendors' actions result in any valid claim against the Acquirer or any other third party for a brokerage commission, finder's fee or other fee or commission arising by reason of the transactions contemplated by this letter agreement.

4. **Independent Legal Advice.** The parties hereby acknowledge that they have either been represented by independent legal counsel in respect of the negotiation and completion of this letter agreement and the matters contemplated herein or have been provided the opportunity to obtain independent legal counsel. To the extent that a party hereto has declined to receive independent legal advice, such party hereby waives the right, should a dispute later develop, to rely on his or its lack of independent legal counsel to avoid his or its obligations, to seek indulgences from the other parties hereto or to otherwise attack the integrity of this letter agreement or any of the provisions hereof, in whole or in part.

5. **Expenses:** Each of the Vendors and the Acquirer will pay their own respective costs and expenses (including all legal, accounting and consultant's fees and expenses) in connection with the Acquisition.

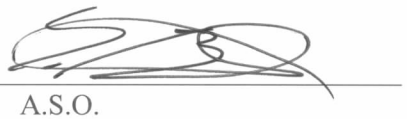
6. **Governing Law:** This letter agreement shall be governed by and be construed in accordance with the laws of the Province of Ontario.

7. **Assignment and Enurement:** Other than as described in Sections 1(d) and 1(f) hereto, none of the parties hereto shall be entitled to assign this letter agreement or any of its rights or obligations under this letter agreement without the prior written consent of the other party hereto. Subject to the restrictions on assignment herein contained, this letter agreement shall enure to the benefit of the parties hereto and their respective successors and permitted assigns shall be binding upon the parties hereto and their respective successors and permitted assigns.

If the foregoing accurately sets forth the agreement between us, please so indicate by signing in the space provided below and returning this letter agreement to the Acquirer by no later than 5:00 p.m. (Toronto time) on October 25, 2010.

Yours very truly,

ALPACA HOLDINGS CORP.

By: 
A.S.O.

Acknowledged and agreed to as of the _____ day of October, 2010 (the "**Effective Date**").

MUNDIREGINA RESOURCES CANADA INC.

By: _____
A.S.O.

Acknowledged and agreed to as of the _____ day of October, 2010 (the "**Effective Date**")

LES EXPLORATIONS CARAT INC.

By: _____
A.S.O.

Acknowledged and agreed to as of the _____ day of October, 2010 (the "**Effective Date**")

DIANE AUDET

_____ By: _____

Witness

SCHEDULE "A"

Mundiregina Resources Canada Inc. - Mineral Claims

Number	Township	Claim
1	Dassert	2204905
2	Dassert	2204906
3	Dassert	2204907
4	Dassert	2204908
5	Dassert	2204913
6	Dufay	2220366
7	Dufay	2204902
8	Dufay	2204903
9	Dufay	2204904
10	Dufay	2204911
11	Dufay	2220368
12	Dufay	2220369
13	Dufay	2233090
14	Dufay	2204893
15	Dufay	2204894
16	Dufay	2204895
17	Dufay	2204896
18	Dufay	2204897
19	Dufay	2204898
20	Dufay	2204899
21	Dufay	2204900
22	Dufay	2204901
23	Dufay	2204909
24	Dufay	2204910
25	Dufay	2220367
26	Dufay	2252192
27	Dufay	2204205
28	Dufay	2204206
29	Dufay	2204207
30	Dufay	2204208
31	Dufay	2204209
32	Dufay	2204210
33	Dufay	2204211
34	Dufay	2204212
35	Dufay	2233092
36	Dufay	2215242
37	Dufay	2215240
38	Dufay	2204202
39	Dufay	2204203
40	Dufay	2204204
41	Dufay	2233091
42	Dufay	2215241
43	Dufay	2233089

Les Explorations Carat Inc. - Mineral Claims

Number	Township	Claim
1	Dufay	2181771
2	Dufay	2162327
3	Dufay	2162328
4	Dufay	103279
5	Dufay	103280
6	Dufay	103281

SCHEDULE "B"

NET SMELTER RETURNS ROYALTY

In this Schedule the terms which are defined in the letter agreement dated October 13, 2010 between Alpaca Holdings Corp., Mundiregina Resources Canada Inc., Les Explorations Carat Inc., and Diane Audet referred to above and to which this **Schedule "B"** is attached shall have the same meanings as given therein.

1.01 If ores are mined from the Mineral Claims (the "**Property**") for other than metallurgical testing purposes the royalty payor shall pay to the royalty payee from the date of commencement of commercial production a royalty equal to two percent (2%) (Mundiregina to receive 1%, with 0.8% to Carat and 0.2% to Diane) of the net smelter returns realized, or deemed to be realized as hereinafter provided, from the same or other disposition of ores or concentrates produced from the Property. For the purposes hereof, "commercial production" means and shall be deemed to have been achieved when the concentrator processing ores from the Property, for other than testing purposes, has operated for a period of thirty (30) consecutive production days at not less than sixty percent (60%) of design capacity, or in the event a concentrator is not erected to process ores from the Property, when ores from the Property have been produced for a period of thirty (30) consecutive production days at not less than sixty percent (60%) of the mining rate specified in a feasibility study relating to the Property.

1.02 Net smelter returns means any and all amounts received by the royalty payor for products extracted from ores mined from the Property, deducting therefrom:

(a) if the product is treated by an arm's length party at a smelter, refinery or mint, all expenses relating thereto, including all costs and charges for the treatment, tolling, smelting, refining or minting of such product and all costs associated therewith such as transporting, insuring, handling, weighing, sampling and assaying, as well as all penalties, representation charges, referee's fees and expenses, import taxes and export taxes, that is to say the net amount received by the royalty payor from the smelter, refinery or mint, as the case may be, less all costs associated therewith, or

(b) if the product is treated at a smelter, refinery or mint owned, operated or controlled by the royalty payor, all costs, charges and expenses relating thereto or associated therewith, excluding any capital costs incurred in the mining and milling of the product but including the expenses in (a) above, such charges, costs and expenses to be equivalent to the prevailing rates charged by similar smelters, refineries or mints, as the case may be, in arm's length transactions for the treatment of like quantities and quality of product, that is to say the net smelter returns realized shall be deemed to be equal to the fair market value of the concentrates derived from ores mined from the Property, F.O.B. the concentrator, which shall be determined using the prices and terms quoted by smelters, refineries or mints dealing at arm's length with the royalty payor and making due allowances for the cost of delivering such concentrates from the concentrator to such smelter, refinery or mint.

1.03 If ores or concentrates produced from the Property are processed in facilities owned by the royalty payor which are also used for processing ores from other lands, a fair and equitable allocation of the costs of operating, constructing, renting or obtaining the use of such jointly used facilities shall be made.

1.04 If any mine developed on the Property includes other lands separately owned by the royalty payor a fair and equitable allocation of all costs involved in placing such mine into production shall be made.

1.05 The royalty payor shall have the right to commingle ore mined from any orebody located on the Property, or concentrates derived therefrom, with ores or concentrates produced form other lands provided that the royalty payor shall:

(a) adopt and employ reasonable practices and procedures for weighing, determination of moisture content, sampling and assaying such ores or concentrates and recording such date;

(b) utilize reasonably accurate recovery factors in order to determine the amount of economically recoverable minerals contained in such ores or concentrates; and

(c) use the same practices and procedures in respect of ores, or concentrates derived therefrom, which are mined from other lands and commingled with ores or concentrates mined from the Property, as are used by the royalty payor in respect of ores or concentrates from the Property.

1.06 The royalty payor shall keep separate records consistent with accepted mining practice and relating to its operations of the mining of ores from the Property and, to the extent possible, the processing of such ores through a mill whether or not such mill is owned by the royalty payor. Upon the prior written request of the royalty payee duly authorized representatives of the royalty payee may have access to such records for the purpose of confirming any information contained in any statement delivered to the royalty payee by the royalty payor, provided always that such access shall not interfere with the affairs or operations of the royalty payor. The royalty payee shall have the right to make copies of or take extracts from such records for its own use. The figures contained in such records shall, in the absence of bad faith on the part of the royalty payor, be conclusive evidence of the number of tonnes of ores mined from the Property and processed as aforesaid.

1.07 Net smelter returns shall be calculated by the royalty payor at the end of the calendar quarter in which ores or concentrates mined from the Property are sold or otherwise deemed to be disposed of, and payments of net smelter returns royalty shall be made quarterly within forty-five (45) days after such calendar quarter. Each payment shall be accompanied by reasonable details concerning the basis on which it was computed. The amount of any quarterly royalty payment may be estimated; provided that payment for the final quarter of the calendar year shall be reconciled to the annual production figures for the mine, and the aggregate royalty payment for the calendar year shall be subject to adjustment, further payments or repayments of royalty as the case may be by the party affected. The statement of net smelter returns royalty for the calendar year shall be audited at the expense of the royalty payor within one hundred and eighty (180) days of the calendar year end by a national firm of chartered accountants, which may be a firm used otherwise by the royalty payor. The royalty payee shall have ninety (90) days after the receipt of the audited statement for the calendar year to object thereto and failing such objection the audited statement shall be final and binding. In the event any objection so raised by the royalty payee cannot be amicably resolved within sixty (60) days the royalty payee shall have the right to conduct, at its expense, an independent audit by another national firm of chartered accountants, and if any objection remains after such audit has been conducted the matter in dispute shall be submitted to arbitration as provided in section 1.08 hereof. Any payments or repayments of royalty required by any final audit shall be made immediately by the party affected.

1.08 Any dispute involving accounting matters or calculation of production royalties shall be finally settled by arbitration. It shall be a condition precedent to the right of the royalty payee to submit any matter to arbitration pursuant to the provisions hereof that the royalty payee shall have given not less

than ten (10) days' prior written notice of its intention so to do to the royalty payor. On the expiration of such ten (10) days the royalty payee may proceed to refer the dispute to arbitration as herein provided. The royalty payee shall proceed to refer the dispute to arbitration by appointing one arbitrator and shall notify the royalty payor of such appointment and the royalty payor shall, within fifteen (15) days after receiving such notice, appoint an arbitrator and the two arbitrators so named, before proceeding to act, shall within thirty (30) days of the appointment of the second arbitrator unanimously agree on the appointment of the third arbitrator to act with them and be chairman of the arbitration panel herein provided for. If the royalty payor shall fail to appoint an arbitrator within fifteen (15) days after receiving notice of the appointment of the first arbitrator, the first arbitrator shall be the only arbitrator. If the arbitrators appointed by the parties shall be unable to agree on the appointment of the chairman, he shall be appointed by a judge of the Ontario Court of Justice (General Division) on the application of either party. The chairman or, in the case where only one arbitrator is appointed, the single arbitrator shall fix a time and place in Toronto, Ontario for the purpose of hearing the evidence and representations of the royalty payee and the royalty payor, and he shall preside over the arbitration and determine all questions of procedure not herein provided for. After hearing any evidence and representations that the royalty payee and the royalty payor may submit, the single arbitrator or the arbitrators shall make an award and reduce the same to writing and deliver one copy thereof to each of the parties hereto. The award of a majority of the arbitrators or, in the case of a single arbitrator, of the said arbitrator shall be final and binding and there shall be no appeal therefrom. The costs of the arbitration shall be paid as specified in the award. A judgment may be entered upon the award made pursuant to such arbitration in a court of competent jurisdiction.

1.09 Any payment of Net Smelter Returns Royalty made by the royalty payor to the royalty payee shall be deemed to have been well and truly made if a cheque payable to the royalty payee less any income or withholding taxes thereon which the royalty payor may be required to withhold pursuant to Section 116 of the Income Tax Act, S.C. 1970-71-72, c.63, has been delivered to the royalty payee.

SCHEDULE "C"

INDICATIVE SHARE CAPITAL STRUCUTRE

				Shares	Warrants	Fully Diluted
Grasslands				16,997,696	-	16,997,696
	Consolidation Ratio	4	:1			
Grasslands Consolidated Total				**4,249,424**	-	4,249,424
GoldCo						
Alpaca	Pataz Property			2,000,000	-	2,000,000
Mundiregina et al	Quebec Gold Property			1,000,000	-	1,000,000
Other				-	-	-
GoldCo Total				**3,000,000**	-	3,000,000
Grasslands Pre-QT Financing Total				**7,249,424**	-	7,249,424
QT Financing		**$1,500,000**		**7,500,000**	**3,750,000**	11,250,000
	QT Offering Price	$0.20				
QT Closing Total				**14,749,424**	**3,750,000**	18,499,424