

**LAKESIDE MINERALS INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that the annual and special meeting (the "**Meeting**") of shareholders of **Lakeside Minerals Inc.** (the "**Company**") will be held at 77 King Street West, Suite 2905, Toronto, Ontario, on Monday, July 6, 2015 at 10:00 a.m., Toronto time, for the following purposes:

1. to receive the audited financial statements for the fiscal year ended January 31, 2015 and 2014, reports of the auditor and related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. to consider, and if deemed advisable, to confirm and ratify the 10% rolling stock option plan of the Company, as more particularly described in the Information Circular;
5. to consider and, if deemed appropriate, to adopt a special resolution (the text of which is set forth in the Management Information Circular) with or without variations, approving the proposed consolidation (the "**Consolidation**") of the common shares of the Company, as described more fully in the accompanying Management Information Circular (the "**Information Circular**");
6. to consider, and if thought advisable, ratify and approve issuance of 2,483,566 post-Consolidation common shares of the Company in satisfaction of indebtedness, as described in the Information Circular;
7. to consider, and if deemed advisable, pass a special resolution, the full text is set forth in the Information Circular (the "**Name Change Resolution**"), to approve changing Lakeside's name to "Apex Mining Corp.";
8. to consider, and if thought advisable, to acquire the Misery Lake Property, as described in the Information Circular; and
9. to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

An "**ordinary resolution**" is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular under the section "Matters to be Acted Upon". <http://lakesideminerals.com>

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 7, 2015, (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

**Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circulars and annual financial statements, ("**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Company for the year ended January 31, 2015 ("**Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for 2015 ("**MD&A**") may be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) and also on the Company's website at [www.lakesideminerals.com](http://www.lakesideminerals.com)

under "News". The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular nor the Financial Statements.

### **Obtaining Paper Copies of Materials**

The Company anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Company's transfer agent CST Trust Company ("CST") toll-free at 1-800-387-0825. Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting CST toll-free at 1-888-433-6443 or [fulfilment@canstockta.com](mailto:fulfilment@canstockta.com) or upon request to the Company's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or CST, as applicable, by Monday, June 22, 2015 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before July 2, 2015, at 10:00 a.m. Toronto time, or the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

### **Voting**

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.**

### **FORM OF PROXY FOR REGISTERED SHAREHOLDERS**

Completed proxies, for Registered Shareholders, must be returned to CST Trust Company, the Company's transfer agent, (i) by mail c/o Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1; or (ii) by facsimile at (416)368-2502 or 1(866)781-3111 (within Canada and the United States); or (iv) via the Internet at [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com); or (v) via email to [proxy@canstockta.com](mailto:proxy@canstockta.com) by the Proxy Deadline.

### **VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS**

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of common shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by 10:00 p.m. on July 2, 2015, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

**DATED** at Toronto, Ontario, May 26<sup>th</sup>, 2015

BY ORDER OF THE BOARD OF DIRECTORS

*"Peter Cashin"*

Peter Cashin  
President, Chief Executive Officer and Director