Management's Discussion and Analysis

For the Six Months Ended June 30, 2015

(Expressed in Canadian dollars, unless otherwise noted)

August 6, 2015

For further information on the Company, reference should be made to its public filings on SEDAR at www.sedar.com. Information is also available on the Company's website at www.lakelandresources.com. This Management's Discussion and Analysis ("MD&A") should be read in conjunction with condensed interim financial statements for the six months ended June 30, 2015 and the audited financial statements for the year ended December 31,2014 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain Forward Looking Statements which are provided on Page 24.

OVERVIEW

Lakeland is a junior resource issuer, primarily engaged in the acquisition, exploration, and development of uranium properties in the Athabasca Basin, Saskatchewan Canada. The Company's primary goal is to identify, evaluate and acquire uranium properties and to advance them by way of equity financing, joint ventures, option agreements or other means.

Lakeland was incorporated on October 11, 2007 under the Business Corporations Act of British Columbia under the name "Cats Eye Capital Corp." Originally listed as a Capital Pool Company ("CPC"), the Company completed its initial public offering and was listed on the TSX Venture Exchange (the "TSX-V") on May 6, 2008. The Company completed its Qualifying Transaction in August 2010 and changed its name to Lakeland Resources Inc. The Company resumed trading on the TSX-V as a Tier 2 Mining Issuer on August 19, 2010, under the symbol "LK". The Company is also listed in Germany on the Frankfurt Stock Exchange ("FSE") under the symbol "6LL" and in the United States of America on the OTCQX under the symbol "LRESF".

The Company's head office is located at 1450 – 789 West Pender St., Vancouver, BC, V6C 1H2.

HIGHLIGHTS

Year-to-date 2015

- On January 27, 2015, the Company announced the commencement of drilling at the Star/Gibbons Creek Uranium Properties.
- On February 6, 2015, the Company announced the sale of the Ballard Lake Gold Property to RT Minerals Corp., whereby RT Minerals can earn a 100% interest in the property by issuing 4,000,000 shares (received April 28, 2015).
- On February 20, 2015, the Company announced it had acquired additional mineral claims in the Athabasca Basin Region. The Brassy Rapid Claim and Black Birch Claim were purchased from 877384 Alberta Ltd. And Zimtu Capital Corp. The Athabasca Group of Properties was purchased from DG Resource Management Ltd.
- On February 20, 2015, the Company announced it had received TSX-V approval to extend the expiry dates of 9,415,295 share purchase warrants, priced at $0.30, from March 20, 2015 to March 20, 2016.
- On March 12, 2015, the Company announced the completion of it Phase I drilling program at the Star/Gibbons Creek Property.

- On April 23, 2015, the Company announced the appointment of Jody Dahrouge, President of Dahrouge Geological Consulting Ltd., 877384 Alberta Ltd., and DG Resource Group Ltd. to the board of directors.
- On May 1, 2015, the Company announced results of its Phase 1 of the drill program and reported uranium values at its Gibbons Creek / Star Properties.
- On May 28, 2015, the Company acquired additional claims along the Patterson Lake and Carter Lake corridors within the southwest part of the Athabasca Basin by staking and through a property purchase agreement with Eagle Plains Resources Limited.

Subsequent to Q2 2015

- On July 22, 2015, the Company announced a proposed transaction whereby the Company and Alpha Exploration Inc. will merge to form a uranium exploration company.

Fiscal Year 2014

- On January 8, 2014, the Company identified numerous drill targets on the Gibbon’s Creek Uranium Project. Along with the Company’s joint venture partner, Declan Resources Inc., the Company has announced its winter and spring exploration plans for a drill campaign.
- On March 20, 2014, the Company closed a private placement for total gross proceeds of $2.8 million.
- On April 11, 2014, the Company acquired 5 new uranium projects in the Athabasca Basin, resulting in a total of 16 projects in the Company’s portfolio. The newly acquired properties are referred to as Lazy Edward Bay, Karen Lake, Black Lake, Hidden Bay and Fedun Lake.
- On April 24, 2014, the Company entered into a purchase agreement to acquire 100% of three additional claims adjacent to its Lazy Edward Bay Uranium Property. The three isolated claims, collectively known as the Arbour Property, total 4,475 hectares.
- On June 25, 2014, the Company announced that it entered into an option agreement to acquire a 100% interest in one claim located in the northern Athabasca Basin region, Saskatchewan.
- On July 21, 2014, the Company announced that it entered into a purchase agreement to acquire a 100% interest in the Newnham Lake Property. The property is contiguous to the south of the Company’s Karen Lake Property.
- On July 21, 2014, the Company announced that it had entered into a purchase agreement to acquire a 100% interest in the Hatchet Lake Property. The property is located east of the Company’s recently purchased Fond du Lac Property.
- On August 21, 2014, the Company entered into a purchase agreement with Kalt Industries Ltd. and DG Resource Management Ltd., for the acquisition of the 1333 Property, located near the Newnham Lake Property, for total consideration of up to $50,000 cash ($40,000 paid) and the issuance of 750,000 (500,000 issued) common shares of the Company. The Company commits to expend not less than $1 million dollars in exploration expenditures on or before the date which is 5 years from Exchange approval, of which $50,000 must be spent in year one. The property is subject to a 3% GORR, to which Lakeland may purchase up to a 1% for $1 million dollars for up to 5 years from Exchange approval. The transaction was approved by the TSX-V on August 28, 2014.
- On August 21, 2014, the Company announced that it had acquired additional claims through option agreements near its Newnham Lake Property, within the northeast portion of the Athabasca Basin. The option agreement includes acquisition of three mineral claims from Anstag Mining Inc., for total consideration of up to $50,000 cash and 1,000,000 common shares of the Company. In addition, the Company commits to incur $1.5 million dollars in exploration expenditures on or before 5 years from the Exchange approval date. The property is subject to a 1% gross overriding royalty (“GORR”), to which Lakeland may purchase ½% of the GORR for $1 million dollars at any time. The transaction was approved by the TSX-V on August 28, 2014.
- In August 2014, the Company acquired four uranium properties, by staking, in the Athabasca Basin region, Saskatchewan, totalling 17,954 hectares. The Carter Lake Property is comprised of four mineral claims. The Cable Bay Property is comprised of five mineral claims. The Highrock Property is comprised of three mineral claims. The Wright River Property is comprised of eleven mineral claims.
- On September 29, 2014, the Company terminated its option agreement on the Gibbon’s Creek with Declan and the Company now retains 100% control over the property.
- On October 28, 2014, the Company announced that the planning of a minimum 1,500 metre, Phase One, drill program at the Gibbons Creek and Star Properties has been finalized. The Company has the necessary permits

to carry out the work programs, a drilling contract has been negotiated, and the company currently is funded to complete the work. The drill program will commence as soon as the winter ground conditions permit.

- On October 30, 2014, the Company provided further results from the summer 2014 exploration at its Lazy Edward Bay Property with the following highlights:
  - Liberty Trend – Surface rock samples with 537 and 896 ppm U_3O_8; strongly anomalous soil samples with peak values of 14.8 ppm U; 2,920 ppm As; 119 ppm Co; and 112 ppm Ni; and
  - Bay Trend - Soil and RadonEX samples show strong anomalism atop known conductors.
- On November 19, 2014, the Company announced the acquisition, by staking, of four new properties, totalling 17,954 hectares, and the expansion of five other existing properties (Lazy Edward Bay, Riou Lake, Hawkrock Rapids, Small Lake and Fedun Lake).
- On December 30, 2014, the Company announced that it entered into an option agreement with Takara Resources Inc., whereby Takara can acquire a 50% interest in the Fond du Lac Property by issuing 1,500,000 common shares (issued), spending $100,000 on exploration, and issuing an additional 250,000 shares by June 1, 2015.

URANIUM – DEMAND OUTLOOK

Uranium demand is largely driven by energy demands. The current spot price of uranium is approximately US$36.00/lb U3O8 (Source: UxC) and there are currently approximately 437 nuclear reactors in operation world-wide. Global electricity demand is expected to grow significantly through 2030 and the number of nuclear reactors is rising to meet it. 66 new reactors are now under construction – new build levels not seen since the 1970s – as well as an additional 168 planned and 322 proposed to 2030 (Source: World Nuclear Association). The bulk of the new units are in five countries – China, India, Russia, South Korea and USA. Several near term catalysts for the uranium market include (i) increased clarity on Japanese restarts; (ii) further supply destruction due to the low spot price environment; and (iii) increased buying and resumption of long-term contracting by utilities (Source: Raymond James).

The following is a list of selected countries with planned, proposed, or under construction nuclear plants as of June 1, 2015:

Country	Construction	Planned	Proposed	Total
China	24	44	136	204
India	6	22	35	63
Russia	9	31	18	58
USA	5	5	17	27
Saudi Arabia	0	0	16	16
Japan	3	9	3	15
UAE	3	1	10	14
Ukraine	0	2	11	13
South Korea	4	8	0	12
United Kingdom	0	4	7	11
Turkey	0	4	4	8
Others	12	38	65	115
Total	66	168	322	556

Source: World Nuclear Association Website – www.world-nuclear.org (Updated June 1, 2015)

URANIUM – MARKET OUTLOOK

In the near term management believes there are significant potential catalysts for investors to take note of:

Restart of Japanese reactors

After the events of Fukushima, the Japanese government immediately put the brakes on their nuclear industry, the third largest in the world, shutting down its entire 54-reactor fleet and pausing to consider whether to abandon nuclear.

This had a two-fold effect on the uranium market as it took a significant amount of demand off the market and also created a newfound supply as plants had expanding inventories to destock. Recently, the Japanese have elected the relatively pro-nuclear Liberal Democratic Party.

Several utilities/reactors have recently applied for restarts. Since the Japanese fleet was mothballed, the cost to substitute fossil fuels (oil, LNG, coal, etc.) for the idled reactors has been estimated at more than US$300M/day, or US$100bn a year. In some Japanese industries, electricity bills have risen fivefold. Japanese utilities have posted net losses since the nuclear shut down, with some needing aid to cover importing fossil fuels.

Though still politically sensitive, in light of rising energy prices and greenhouse gas emissions and to keep its industries competitive on the global stage, the likelihood of continued Japanese restarts appears to be growing. With Japanese reactors back online, this will help to reverse the process that helped to bring uranium prices down; albeit timing for restarts is still in debate.

End of the Russian HEU agreement

The Russian HEU or “Megatons to Megawatts” agreement recently ended. The agreement was a 20-year deal signed in 1993 to amongst other items downblend 400 t of highly-enriched uranium (HEU) from dismantled Russian warheads into 500 Mlbs of U308-equivalent for use in US reactors. In 2012, it is estimated that this deal contributed 24 Mlbs of U3O8, or 10-12% of the total global uranium supply.

While there is a transitional period at the end of the agreement, this will cut off a significant supply source, particularly at current prices.

New production requires higher prices

With the global reactor build continuing unabated, more uranium will be needed moving forward. The current spot price does not provide enough incentive to bring many new projects, especially conventional projects online.

With the low uranium prices, in over the last couple of years BHP, Cameco, Areva and ARMZ all announced cancellations or delays of projects due to economics. A recent report by J.P. Morgan estimates that a price of over $80/lb U308 is needed to incentivize new conventional projects. In order to bring new projects on to meet growing demand, prices need to rise.

According to the International Energy Agency global demand for electricity is expected to be 84% higher in 2035 than in 2009, mainly driven by emerging markets. To fuel global demand, we will need more reactors as part of the energy mix.

OUTLOOK AND STRATEGY

- To build one of the strongest portfolios of uranium properties in the Athabasca Basin,
- To spend capital and exploration dollars wisely, to make new discoveries, and delineate new uranium resources,
- To work with committed and long-term partners and investors, and
- To build a focused, motivated, and hardworking team with diverse skills and backgrounds, and an overriding commitment to build shareholder value

ATHABASCA PROPERTIES

Lakeland has 300,000+ hectares ("Ha") of exploration properties in the Athabasca Basin.

Gibbon's Creek Project:

In 2013, the Company acquired, by staking, five claims totalling 12,772 hectares, known as the Gibbon's Creek Property. On December 4, 2013, the Company signed a joint venture agreement with Declan Resources Inc. ("Declan") whereby Declan can earn up to a 70% interest in the Gibbon's Creek Property by incurring $6,500,000 of staged exploration expenditures, paying $1,500,000 in cash ($100,000 received) and issuing 11,000,000 shares (2,000,000 issued to date with a fair value needs updating of $240,000) in staged payments prior to December 31, 2017.

Lakeland and its JV partner Declan recently announced the winter and spring exploration plans for the Gibbon's Creek Property. The JV partners are planning to mobilize a field crew to confirm the historic electromagnetic ("EM") geophysics over the property by conducting a modern Moving Loop Time Domain Electromagnetic ground survey in advance of an anticipated 2,500 metre, phase 1, drill campaign. The drill campaign is anticipated to consist of up to 15 drill holes and will start as soon as practical after seasonal break-up conditions. All of the current targets are located on dry land that can be easily accessed in winter and summer. Lakeland is in receipt of permits that allow the JV to drill up to 52 drill holes on the property.

During the year ended December 31, 2014, Lakeland developed several drill targets at Gibbon's Creek based on fall, 2013 exploration including a land-based RadonEX™ survey, a boulder prospecting survey and a DC-Resistivity survey.

This exploration resulted in the discovery of highly significant radon values, the confirmation of high-grade boulders of up to 4.28% U_3O_8 and the definition of an east-west resistivity low, interpreted as an alteration corridor.

The Gibbon's Creek Property is located less than 3 kilometers from the community of Stony Rapids. The property is adjacent to the Black Lake Project, held jointly by Uracan Resources Ltd. and UEX Corp. The property benefits from nearby infrastructure, with power lines and highways transecting the claims. The depth to the unconformity at Gibbon's Creek is known to be shallow (ie. ~50 to 250 metres) increasing the economics of exploration. The property also benefits from a significant database of historic exploration information from work completed by UEX Corp. as well as Eldorado Nuclear (one of the two predecessors to what is now Cameco).

On September 19, 2014, the Company terminated its option agreement with Declan and now retains 100% control over the property.

On March 12th, 2015, the Company announced the completion of a Phase 1 drilling campaign consisting of a total of 2,550 metres, totaling 14 holes at the Gibbons Creek – Star Property(s). In total, four drill holes encountered anomalous radioactivity near the sub-Athabasca unconformity.

On May 1st, 2015, the Company reported drilling results from the Gibbons Creek – Star Property(s). Drill Hole GC15-03 intersected 0.13% U3O8 over 0.23 metres, within a 1.1 metre interval of 333.8 ppm Uranium immediately below the sub-Athabasca unconformity. Uranium enrichment, strong hydrothermal alteration and pathfinder geochemistry (B, Co, Ni) was noted lower in hole GC15-03, between 106.8 m to 133.0 m depth. Drill hole GC15-06 encountered strongly altered basement lithologies including strongly hematized-quartz-carbonate-chlorite alteration / brecciation. Highly anomalous geochemical pathfinders were noted throughout the hole, including a zone of uranium enrichment from approximately 41 m to 109.5 m depth. Elevated Boron approximately 6 metres below the unconformity: 52.8 to 56.7 metres (3.9 m interval) of 1,213 ppm B; was noted within a wider zone of anomalous Boron from 41 to 72.8 m. Highly anomalous Ni (up to 0.19%) and Co were noted within this hole.

Riou Lake/Otherside Properties:

On April 2, 2013, the Company announced that it had acquired, by staking, two uranium projects located in the Athabasca Basin region of Northern Saskatchewan. The Otherside Property is comprised of two mineral claims. The Riou Lake Property is comprised of eleven mineral claims.

South Pine/Perch Properties:

On June 4, 2013, the Company signed an agreement with Basin Minerals Ltd. ("Basin") where the Company has the right to earn a 100% interest in the South Pine and Perch Lake Properties by making cash payments totalling $70,000 ($20,000 paid as at December 31, 2013, $30,000 paid during the year ended December 31, 2014, and $10,000 paid during the six months ended June 30, 2015) and issuing 1,500,000 common shares (300,000 shares issued with a fair value of $28,500 during the year ended December 31, 2013, 400,000 shares issued with a fair value of $48,000 during the year ended December 31, 2014, and 400,000 shares issued with a fair value of $14,000 during the six months ended June 30, 2015) over a 36 month period. Basin will retain a 2% Net Smelter Royalty ("NSR") on the Properties, 1% of which can be purchased by the Company for $1 million. Basin will also be entitled to annual advanced royalty payments of $10,000 which will commence after the Company has earned its interest. The transaction was accepted by the TSX-V on June 11, 2013.

Star Minerals Property Option

On November 27, 2013, the Company announced that it signed a Joint Venture Agreement (the "JV Agreement") with Star Minerals Group Ltd. ("Star Minerals") granting Lakeland an option to acquire a 100% interest in two claims located in the Athabasca Basin, Saskatchewan. Under the terms of the joint venture agreement, Lakeland has the right to earn a 100% interest in the two claims by making cash payments totaling $60,000 (paid) and issuing 600,000 common shares (issued) over a 12 month period. Star Minerals will retain the option of a 25% buyback for 4 times the exploration monies spent by the Company to the date that the buyback option is exercised. The buyback option will be exercisable at any time up to a 90 day period following the completion and publication of a NI 43-101 compliant resource estimate. The transaction was approved by the TSX-V on November 28, 2013. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

Lazy Edward Bay Property Option

On April 24, 2014, the Company announced that it entered into a purchase agreement to acquire a 100% interest in three claims, formerly known as the Arbour Property, located adjacent to its previously staked Lazy Edward Bay Uranium Property in the southern Athabasca Basin, Saskatchewan. Under the terms of the agreement, the Company has the right to earn a 100% interest in the claims by making a cash payment totaling $5,000 (paid) and issue 250,000 common shares (issued with a fair value of $42,500). The transaction was approved by the TSX-V on April 28, 2014. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

Fond du Lac Property Option

On June 25, 2014, the Company announced that it entered into an option agreement to acquire a 100% interest in one claim located in the northern Athabasca Basin region, Saskatchewan. Under the terms of the agreement, the Company has the right to earn a 100% interest in the claims by issuing 200,000 common shares (issued with a fair value of $24,000). The transaction was approved by the TSX-V on June 27, 2014. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

On December 29, 2014, the Company announced it had entered into an option agreement with Takara Resources Inc. ("Takara") where Takara can acquire a 50% interest in the Fond du Lac Property by issuing 1,750,000 common shares (1,500,000 shares issued with a fair value of $15,000) and spending $100,000 on exploration of the property by June 1, 2015. The property is subject to a 1.5% NSR to the original vendor. The transaction was approved by the TSX-V on December 31, 2014.

Newnham Lake Property

On July 21, 2014, the Company announced that it entered into a purchase agreement to acquire a 100% interest in the Newnham Lake Property. The property is contiguous to the south of the Company's Karen Lake Property. Under the terms of the agreement, the Company has the right to earn a 100% interest in the property by making cash payments totaling $100,000 ($37,500 paid) and issuing 2,500,000 common shares (issued July 22, 2014 with a fair value of $275,000). The transaction was approved by the TSX-V on July 22, 2014.

On August 21, 2014, the Company entered into a purchase agreement with Kalt Industries Ltd. and DG Resource Management Ltd., for the acquisition of the 1333 Property, located near the Company's Newnham Lake Property, for total consideration of up to $50,000 cash ($40,000 paid) and the issuance of up to 750,000 common shares (500,000 shares issued August 28, 2014 with a fair value of $50,000) of the Company. The Company commits to expend not less than $1 million dollars in exploration expenditures on or before August 28, 2019, of which $50,000 must be spent in year one. The property is subject to a 3% GORR, to which Lakeland may purchase up to a 1% for $1 million dollars up to August 28, 2019. The transaction was approved by the TSX-V on August 28, 2014.

On August 21, 2014, the Company entered into an option agreement to acquire three mineral claims from Anstag Mining Inc., for total consideration of up to $50,000 cash ($40,000 paid) and 1,000,000 common shares (500,000 shares issued August 28, 2014 with a fair value of $50,000). In addition, the Company commits to incur $1.5 million dollars in exploration expenditures on or before 5 years from the Exchange approval date. The property is subject to a 1% gross overriding royalty ("GORR"), to which Lakeland may purchase ½% of the GORR for $1 million dollars at any time. The transaction was approved by the TSX-V on August 28, 2014.

The Newnham Lake Property is now approximately 24,500 hectares.

Hatchet Lake Property

On July 21, 2014, the Company announced that it entered into a purchase agreement to acquire a 100% interest in the Hatchet Lake Property. The property is located east of the Company's recently purchased Fond du Lac Property. Under the terms of the agreement, the Company has the right to earn a 100% interest in the property by making a cash payment totaling $13,500 (paid) and issuing 500,000 common shares (issued July 22, 2014 with a fair value of $55,000). The transaction was approved by the TSX-V on July 22, 2014. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

Black Birch Claims

On January 28, 2015, and amended on March 12, 2015, the Company entered into an agreement with 877384 Alberta Ltd. and Zimtu Capital Corp. ("Zimtu"), whereby the Company can acquire a 100% interest in the Black Birch Claims located in the Athabasca Basin Region of Saskatchewan. Under the terms of the agreement, total consideration of $8,818 cash ($4,409 paid) and 88,174 common shares (44,087 common shares issued with a fair value of $2,425) of the Company will be paid to each vendor. The agreement was approved by the TSX-V on March 17, 2015. The remaining cash and shares will be paid on or before September 17, 2015.

Athabasca Group of Properties

On January 28, 2015, the Company entered into an agreement with DG Resource Management Ltd., whereby the Company can acquire a 100% interest in a certain group of mineral claims known as the Athabasca Group of Properties, located in the Athabasca Basin Region of Saskatchewan. Under the terms of the agreement, total consideration of $40,880 cash ($20,440 paid) and 1,120,000 common shares (560,000 common shares issued with a fair value of $30,800) of the Company will be paid. The agreement was approved by the TSX-V on March 10, 2015, and the remaining payments will be made on or before September 10, 2015. The property is subject to a 2% NSR, with Lakeland having the right to purchase 1% any time for $2,000,000.

Carter Lake Property

On May 27, 2015, the Company entered into an option agreement to acquire twenty eight mineral claims from Eagle Plains Resources Limited ("EPL"), totalling 5,095.31 hectares, for total consideration of $40,000 cash (paid) and 800,000 common shares (issued with a fair value of $28,000 during the six months ending June 30, 2015). The Company acquired, by staking, ten mineral claims, totalling 1,260.18 hectares, which when added to the original four claims that were staked, bring the total number of claims at Carter Lake to 38 claims. All thirty eight claims are subject to a 2% Net Smelter Royalty (“NSR”) payable to EPL. The Company may, at any time, purchase 1% of the NSR for $1,000,000. The transaction was approved by the TSX-V on June 8, 2015.

Other Uranium Properties:

On April 11, 2013, the Company announced that it had acquired five uranium properties, by staking, in the Athabasca Basin region, Saskatchewan. The Lazy Edward Bay Property is comprised of ten mineral claims. The Karen Lake Property is comprised of three mineral claims. The Black Lake Property is comprised of two mineral claims. The Hidden Lake Property is comprised of three mineral claims. The Fedun Lake Property is comprised of two mineral claims.

On April 25, 2013, the Company announced that it had acquired three uranium properties, by staking, in the northern and northeastern part of the Athabasca Basin. The Small Lake Property is comprised of six mineral claims. The Hawkrock Rapids Property is comprised of three mineral claims. The Circle Lake Property is comprised of two mineral claims.

On June 5, 2013, the Company announced that it had acquired two uranium properties, the Richmond Lake Property and Jasper Lake Property, by staking, located within the eastern margin of the Athasbasca Basin.

In August 2014, the Company acquired four uranium properties, by staking, in the Athabasca Basin region, Saskatchewan, totalling 17,954 hectares. The Carter Lake Property is comprised of four mineral claims. The Cable Bay Property is comprised of five mineral claims. The Highrock Property is comprised of three mineral claims. The Wright River Property is comprised of eleven mineral claims.

During the six months ended June 30, 2015, the Company acquired the following claims, by staking:

i. the North Pine Claims in the Athabasca Basin region, Saskatchewan, which includes 14 mineral claims, totalling 1,779 hectares
ii. the Key Lake Claims in the Athabasca Basin region, Saskatchewan, which includes 15 mineral claims, totalling 8,569 hectares
iii. additional Lazy Edward Claims in the Athabasca Basin region, Saskatchewan, which includes 26 mineral claims, totalling 32,087 hectares
iv. the Gunnar Claims in the Athabasca Basin region, Saskatchewan, which includes 3 mineral claims, totalling 1,655 hectares

OTHER PROJECTS

Midas Gold Property

On December 22, 2010, the Company entered into an option to purchase a 100% interest in and to the Midas Gold Property located in Ontario.

The Company paid the vendors total cash consideration of $95,000 and issued 450,000 common shares.

The Company incurred a total of $125,000 in exploration expenditures on the Property in the first twelve months following TSX-V acceptance of the agreement. The Vendors will retain a 2% Net Smelter Returns Royalty (“NSR”) on the Property; 1% of which can be purchased by the Company for $1 million. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

On September 3, 2013, the Company entered into an option agreement with New Dimension Resources Ltd. ("New Dimension" whereby the Company has granted New Dimension the option to acquire a 70% interest in the Midas Gold Property by spending $1.2 million in exploration (including a firm commitment of $300,000 no later than December 31, 2013), issuing 1,500,000 shares (300,000 received on October 15, 2013) and paying $100,000 on or before December 31, 2016. The property is subject to a 2% NSR to the underlying optionors, a portion of which can be purchased.

Exploration Program at Midas Property

On February 6, 2014, Lakeland's joint-venture partner New Dimension announced the results of an eleven (11) hole, 1,488 metre diamond drill program completed on the Midas Property.

The drill program confirmed and further defined gold mineralization that was previously identified in a 2011 drill program by Lakeland. Mineralization is hosted within quartz stockwork veining developed along east-west trending strongly pyritized shear zones. Thin section work on core samples as well as detailed structural interpretations are ongoing with the aim of better understanding gold distribution and deposit geology to aid in exploration planning.

Highlights of the 2013 diamond drill program are provided in the table below:

Drill Hole	**Zone**	**Dip**	**From (metres)**	**To (metres)**	**Drill Intercept (metres)**	**Gold (g/t)**
MC-13-17	GZ1	-50°	43.30	45.50	2.20	0.402
			46.50	**47.00**	**0.50**	**1.870**
			61.00	61.50	0.50	0.317
MC-13-18	GZ1	-70°	**37.20**	**38.00**	**0.80**	**1.145**
			38.90	39.80	0.90	0.786
MC-13-19	GZ1	-50°	**16.80**	**17.80**	**1.00**	**1.084**
			47.30	**48.80**	**1.50**	**7.598**
including			**47.80**	**48.30**	**0.50**	**15.391**
and			**48.30**	**48.80**	**0.50**	**6.241**
MC-13-20	GZ1	-70°	No significant results			
MC-13-21	GZ1	-70°	**25.70**	**27.70**	**2.00**	**1.598**
			32.40	**33.00**	**0.60**	**1.487**
			39.00	41.00	2.00	0.478
MC-13-22	GZ2	-45°	56.70	57.70	1.00	0.330
			63.45	64.45	1.00	0.880
			178.00	179.00	1.00	0.782
MC-13-23	GZ2	-45°	44.10	45.10	1.00	0.422
			45.75	46.25	0.50	0.679
			49.15	**50.10**	**0.95**	**1.213**
			77.40	78.00	0.60	0.748

MC-13-24	GZ2	-65°	**49.40**	**50.60**	**1.20**	**1.987**

- *Highlights from 2013 diamond drill program for results over 0.3 g/t gold;*
- *Minimum individual assay interval used is 0.5 metres, maximum individual assay interval used is 1.0 metres;*
- *All results shown are over core lengths. True widths are not known.*

New Dimension is currently accessing the results of the diamond drilling programs and compiling the results of mapping and channel sampling. Further exploration work will be contingent on the overall conclusion of the ongoing study.

Camlaren Gold Property

On August 12, 2010, the Company completed the acquisition of the Camlaren Property, located in the Northwest Territories, from Pasinex Resources Limited (formerly Triple Dragon Resources Inc.) ("Pasinex"), a CNSX listed company. Pursuant to the terms of the Acquisition Agreement, the Company acquired a 100% interest in and to the Camlaren Property in consideration for the issuance of 3,000,000 common shares (issued). The common shares are being held in escrow with an initial 10% released on August 19, 2010 and the remaining shares being released in 15% increments every 6 months. The acquisition of the Camlaren Property constituted as the Company's Qualifying Transaction, as that term is defined in the TSX-V policies.

The Camlaren Property consists of two mineral claims covering approximately 2,425 acres (981 hectares), located 80 km northeast of Yellowknife.

Ballard Lake Gold Property

On February 27, 2012, the Company entered into an option to purchase a 100% interest in and to the Ballard Lake Property, located in Ontario, Canada.

The Company will pay the vendors cash considerations as follows:

i) $5,000 on signing of the agreement (paid);
ii) $10,000 on May 23, 2013 (paid); and
iii) $15,000 on May 23, 2014 (see below).

The Company will issue common shares to the vendors as follows:

i) 100,000 common shares on TSX-V acceptance of the agreement (issued);
ii) 100,000 common shares on May 23, 2013 (issued); and
iii) 100,000 common shares on May 23, 2014 (issued).

The Vendors will retain a 2% NSR on the Property; 1% of which can be purchased by the Company for $1 million.

On July 8, 2014, the Company received approval to amend the Ballard Lake Property Acquisition Agreement dated March 25, 2012 between the Company and Mike and Mathieu Tremblay (the "Vendors") whereby in lieu of the final payment of $15,000, the Company will issue 100,000 common shares (issued). On July 8, 2014, the Company issued 200,000 common shares (issued with a fair value of $24,000) to complete the required payments on the Ballard Lake Property. As of the current date the Company has satisfied the terms of the agreement and earned its interest in the property.

On February 6, 2015, the Company entered into an option agreement with RT Minerals Corp. ("RT Minerals") whereby the Company has granted RT Minerals the option to acquire a 100% interest in the Ballard Lake Property by issuing 4,000,000 common shares (received and fair valued at $60,000 during the six months ended June 30, 2015) to the Company. The agreement was accepted by the TSX-V on April 28, 2015.

Kamichisitit Copper Claims

In June 2012, the Company acquired, by staking, 2 claims located in Kamichisitit Township, situated approximately 40 kilometres north of Iron Bridge, Ontario. In June 2014, the Company staked additional claims in the surrounding area.

FINANCIAL SUMMARY

Overall Performance

At June 30, 2015, the Company had $2,273,563 (December 31, 2014 – $3,754,652) in cash and cash equivalents and working capital of $2,113,508 (December 31, 2014 - $3,305,219). The Company incurred a net loss of $139,541 for the six months ended June 30, 2015 (December 31, 2014 - $1,244,859 net loss). The Company has total assets of $6,516,113 (December 31, 2014 - $6,784,331), including cash and cash equivalents of $2,273,563 (December 31, 2014 - $3,754,652), taxes receivable of $69,188 (December 31, 2014 - $24,157), other receivables of $1,226 (December 31, 2014 - $3,275), marketable securities of $104,821 (December 31, 2014 - $28,500), prepaid expenses of $38,125 (December 31, 2014 - $74,377), and exploration and evaluation assets of $4,029,190 (December 31, 2014 - $2,899,370). The Company has accounts payable and accrued liabilities of $132,282 (December 31, 2014 - $111,915), and liability for flow through shares of $241,133 (December 31, 2014 - $467,827).

Selected Annual Financial Information

The following table provides a summary of the Company's financial operations for the last three fiscal years ended December 31. For more detailed information, refer to the Company's annual audited financial statements:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Total revenues	-	-	-
General and administrative expenses	1,180,094	803,898	217,910
Loss for the period	(1,244,859)	(753,299)	(145,284)
Loss per share	(0.03)	(0.03)	(0.01)
Total assets	6,784,331	2,187,975	1,558,503
Total liabilities	579,742	145,173	48,475
Working Capital	3,305,219	34,957	411,254
Weighted Avg. number of shares outstanding	49,360,491	25,123,902	20,639,590

Results of Operations

Six Months Ended June 30, 2015

The Company had a net loss of $139,541 for the six months ended June 30, 2015, compared to a net loss of $698,063 for the six months ended June 30, 2014, for a difference of $558,522. Details of the significant changes over last year's period are as follows:

- An increase in accounting and audit fees to $22,500 (2014 - $17,619) for the increased cost of auditing due to the increase in business transactions in the prior year,
- A decrease in advertising and promotion expenses to $58,706 (2014 - $122,353) and investor relations to $27,500 (2014 - $54,145) due to decreased promotion of the Company during the period of drilling,
- A decrease in consulting fees and salaries to $123,302 (2014 - $158,051) due to a decrease in outside consulting services provided to management of the Company,
- A decrease in legal fees to $9,713 (2014 - $31,029) for work on the Company's acquisitions in the prior year's

period,
- An increase in office expenses to $15,001 (2014 - $6,051) consisting mostly of insurance expense and membership dues incurred in the current year's period,
- A decrease in property investigation costs to $nil (2014 - $27,643) as the Company focused on its properties rather than investigating new properties,
- A decrease in share-based payments to $nil (2014 - $79,563) as the Company did not grant stock options in the current year's period,
- An increase in travel expenses to $28,506 (2014 - $19,348) for increased travel to tradeshows and to the Company's properties,
- An increase in interest income to $4,056 (2014 - $234) due to increased investments held during the current year's period,
- An increase in the unrealized gain on marketable securities to $16,321 (2014 – $91,500 loss) due to the increase in value of the Company's marketable securities, and
- An increase deferred income tax recovery to $226,694 (2014 - $9,724) due to the tax benefit of issuing flow-through shares.

Selected Quarterly Information

The following is a summary of the results from the eight previously completed financial quarters:

	June 30, 2015	**March 31, 2015**	**December 31, 2014**	**September 30, 2014**	**June 30, 2014**	**March 31, 2014**	**December 31, 2013**	**September 30, 2013**
Corporate overhead	174,594	212,018	253,845	160,474	304,177	204,865	187,467	138,865
Project investigation costs	-	-	-	-	-	27,643	33,765	15,331
Share-based payments	-	-	-	149,527	10,937	68,626	110,763	69,048
Income (Loss) for the period	(151,552)	12,011	(196,740)	(350,056)	(375,156)	(322,907)	(326,255)	(209,763)
Total assets	6,516,113	6,931,798	6,784,331	4,956,799	4,602,616	4,864,520	2,187,975	1,962,949
Total liabilities	373,415	679,548	579,742	348,860	248,148	296,802	145,173	79,883
Working Capital	2,113,508	2,482,040	3,305,219	1,920,252	2,455,778	2,853,545	34,957	550,748

Three Months Ended June 30, 2015

The Company had a net loss of $151,552 for the three months ended June 30, 2015, compared to a net loss of $375,156 for the three months ended June 30, 2014, for a difference of $223,604. Details of the significant changes over last year's period are as follows:

- An increase in accounting and audit fees to $22,500 (2014 - $17,619) for the increased cost of auditing due to the increase in business transactions in the prior year,
- A decrease in advertising and promotion expenses to $10,550 (2014 - $67,339) and investor relations to $7,500 (2014 - $20,000) due to decreased promotion of the Company during the period of drilling,
- A decrease in consulting fees and salaries to $61,907 (2014 - $106,737) due to a decrease in outside consulting services provided to management of the Company,
- A decrease in legal fees to $3,895 (2014 - $31,029) for work on the Company's acquisitions in the prior year's period,
- A decrease in share-based payments to $nil (2014 - $10,937) as the Company did not grant stock options in the current year's period,
- An increase in travel expenses to $13,130 (2014 - $5,359) for increased travel to tradeshows and to the

Company's properties,

- An increase in interest income to $1,744 (2014 - $234) due to increased investments held during the current year's period,
- A decrease in the unrealized loss on marketable securities to $14,750 (2014 – $70,000) due to the increase in value of the Company's marketable securities, and
- An increase deferred income tax recovery to $36,048 (2014 - $9,724) due to the tax benefit of issuing flow-through shares.

Liquidity and Solvency

The Company has total assets of $6,516,113 (December 31, 2014 - $6,784,331). The primary assets of the Company are cash and cash equivalents of $2,273,563 (December 31, 2014 - $3,754,652), taxes receivable of $69,188 (December 31, 2014 - $24,157), other receivables of $1,226 (December 31, 2014 - $3,275), marketable securities of $104,821 (December 31, 2014 - $28,500), prepaid expenses of $38,125 (December 31, 2014 - $74,377), and exploration and evaluation assets of $4,029,190 (December 31, 2014 - $2,899,370). The Company has no long-term liabilities and has working capital of $2,113,508 (December 31, 2014 - $3,305,219).

Cash outflow from operating activities during the six months ended June 30, 2015 was $389,779 (June 30, 2014 - $591,369). This was primarily attributable to corporate overhead, including administration fees, advertising, consulting, and property investigation.

During the six months ended June 30, 2015, the net cash flows from financing activities were $nil compared to $3,051,066 during the six months ended June 30, 2014. The amount is significantly higher in the previous year's period due to proceeds from the issuance of both flow-through and non-flow through shares.

During the six months ended June 30, 2015, the Company's exploration and evaluation expenditures were $1,091,310, compared to $210,818 during the six months ended June 30, 2014 as the Company had the financing in place to increase exploration on its new properties. In the six months ended June 30, 2015, the Company received $nil (June 30, 2014 - $100,000) from Declan towards earning its interest in the Gibbon's Creek Project.

The Company's ability to continue as a going concern is dependent on the Company's ability to raise funds. The Company believes its current treasury is sufficient to fund the planned exploration and corporate expenses through 2015.

SHAREHOLDERS' EQUITY

The Company is authorized to issue an unlimited number of common shares.

	Number Outstanding August 6, 2015	Number Outstanding June 30, 2015	Number Outstanding December 31, 2014
Common Shares issued and outstanding	75,973,759	75,973,759	74,125,585
Options to purchase Common Shares	4,920,000	4,920,000	4,920,000
Warrants to purchase Common shares	22,996,447	22,996,447	23,979,411
Total	103,890,206	103,890,206	103,024,996

i) Private placements

None

ii) Shares issued for properties

On March 24, 2015, the Company issued 88,174 common shares at a price of $0.055 per share in accordance with the acquisition agreement on the Black Birch Property Agreement.

On March 24, 2015, the Company issued 560,000 common shares at a price of $0.055 per share in accordance with the acquisition agreement on the Athabasca Group of Properties Agreement.

On June 8, 2015, the Company issued 800,000 common shares at a price of $0.035 per share in accordance with the acquisition agreement on the Carter Lake Property Agreement.

On June 11, 2015, the Company issued 400,000 common shares at a price of $0.035 per share in accordance with the acquisition agreement on the South Pine Property Agreement

iii) Stock option granted

None

REGULATORY DISCLOSURES

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk
Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada. Management believes that the credit risk with respect to receivables is remote.

(b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.
Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

(c) Foreign exchange risk
The Company is not exposed to foreign currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

(d) Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. With respect to financial assets, the Company's practice is to invest cash in cash equivalents in order to maintain liquidity. Fluctuations in interest rates affect the fair value of cash equivalents.

(e) Capital management
The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, net of cash and cash equivalents.
There were no changes in the Company's approach to capital management during the six months ended June 30, 2015 or the year ended December 31, 2014. The Company is not subject to any externally imposed capital requirements.

(f) Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at June 30, 2015 and December 31, 2014:

	As at June 30, 2015		
	Level 1	**Level 2**	**Level 3**
Cash	$ 2,273,563	$ -	$ -
Marketable securities	$ 104,821	$ -	$ -
	$ 2,378,384	$ -	$ -

	As at December 31, 2014		
	Level 1	**Level 2**	**Level 3**
Cash	$ 3,754,652	$ -	$ -
Marketable securities	$ 28,500	$ -	$ -
	$ 3,783,152	$ -	$ -

Marketable Securities

	June 30, 2015		**December 31, 2014**	
	Cost $	Fair Market Value $	Cost $	Fair Market Value $
New Dimension Resources	7,500	2,571	7,500	1,500
Declan Resources	27,000	2,250	27,000	4,500
Takara Resources	15,000	60,000	15,000	22,500
RT Minerals	60,000	40,000	-	-
Total	109,500	104,821	49,500	28,500

On October 15, 2013, the Company received 300,000 common shares of New Dimension Resources Ltd. ("New Dimension") pursuant to the option to acquire a 70% interest in the Midas Gold Project. The 300,000 common shares were valued at $0.025 per share, the closing price of the shares on October 15, 2013. On February 20, 2015, the shares were consolidated 1:7. The market value of the remaining 42,857 common shares is measured using the closing market price of $0.06 as at June 30, 2015.

On January 8, 2014, the Company received 2,000,000 common shares of Declan Resources Inc. ("Declan") pursuant to the option to acquire a 70% interest Gibbons Creek Project. The 2,000,000 common shares were valued at $0.12 per share, the closing price of the shares on January 8, 2014. During the year ended December 31, 2014, 1,775,000 shares of Declan were sold for proceeds of $51,355. The market value of the remaining 225,000 common shares is measured using the closing market price of $0.01 as at June 30, 2015.

On December 30, 2014, the Company received 1,500,000 common shares of Takara Resources Inc. ("Takara") pursuant to the option to acquire a 50% interest Fond du Lac Property. The 1,500,000 common shares were valued at $0.01 per share, the closing price of the shares on December 30, 2014. The market value of 1,500,000 common shares is measured using the closing market price of $0.04 as at June 30, 2015.

On April 28, 2015, the Company received 4,000,000 common shares of RT Minerals Corp. ("RT Minerals") pursuant to the option to acquire a 100% interest in the Ballard Lake Property. The 4,000,000 common shares were valued at $0.015 per share, the closing price of the shares on April 28, 2015. The market value of 4,000,000 common shares is measured using the closing market price of $0.01 as at June 30, 2015.

Related Party Transactions

The Company incurred the following fees and expenses in the normal course of operations during the six months ended June 30, 2015 and 2014.

	Six Months ended June 30,	
Key Management Compensation	**2015**	**2014**
	$	**$**
Administrative fees	75,000	75,000
Advertising expenses	22,582	7,500
Consulting fees	87,168	68,333
Exploration and evaluation costs	516,227	-
Share-based payments	-	35,799
Totals	700,977	186,632

Related party amounts are unsecured, non-interest bearing and due on demand. As at June 30, 2015, $90,451 (December 31, 2014 - $24,677) is due to related parties of the Company and is included in accounts payable and accrued liabilities. See also Commitments.

Commitments

On December 1, 2014, the Company entered into a management services agreement with Zimtu Capital Corp. ("Zimtu") for the provision of administrative and managerial services to the Company at a rate of $12,500 per month plus applicable taxes commencing December 1, 2014 for a term of 12 months.

Subsequent Events

a) On January 28, 2015, the Company entered into an agreement with 877384 Alberta Ltd. and Zimtu Capital Corp. to acquire a 100% interest in and to the Brassy Rapid Claims. Under the terms of the agreement, total consideration of $3,750 cash and 37,500 common shares of the Company will be paid on the TSX Approval date and on the six month anniversary of the Approval date to each of the vendors. The property is subject to a 2% NSR, with the Company having the right to purchase 1% any time for $2,000,000 for each claim. This agreement is subject to TSX-V approval.

b) On July 22, 2015, the Company announced the terms of a proposed transaction (the "Transaction") whereby the Company and Alpha Exploration Inc. ("Alpha") will merge to form a consolidated, well financed uranium exploration company ("CombineCo"). The Company and Alpha have executed a binding definitive agreement (the "Agreement") for the Transaction, which was unanimously approved by the directors of both companies. Further, the directors and executive officers for both companies have executed lock-up agreements in support of the Transaction. Both companies anticipate holding a meeting of their respective shareholders to obtain the required shareholder approvals in early September.

   The Agreement contemplates that the Transaction will be comprised of the following steps: (i) the common shares of Lakeland will be consolidated on the basis of three (3) old shares for one (1) new share; and (ii) Lakeland will acquire all of the issued and outstanding shares of Alpha pursuant to a plan of arrangement or other similar business combination transaction, based on an anticipated exchange ratio of one (1) share of Lakeland for every two (2) shares of Alpha. The result is shareholders of Lakeland owning approximately 60% of CombineCo, with approximately 40% owned by former shareholders of Alpha.

   Upon completion of the proposed Transaction, CombineCo will have approximately 41 million common shares issued and a treasury of approximately C$3 million. The focus of CombineCo is shareholder value-creation through discovery on high priority drill targets. Drilling is anticipated for the upcoming fall/winter 2015 season on at least one and possible two priority properties in the merged portfolio. In addition to the synergies developed from the combined Carter-Hook Lake Property along the PLS trend, southwest Athabasca Basin, CombineCo will own a 100 per cent undivided interest in several other highly prospective exploration projects. Of these projects, Gibbons Creek, Kelic Lake, Lazy Edward Bay and Newnham Lake are active, with considerable historic and recent exploration and we believe are prospective for unconformity-style uranium.

As well, upon completion of the proposed Transaction, the directors and officers of CombineCo will be reconstituted to consist of six (6) directors, of which three (3) nominees shall be made by each of Lakeland and Alpha. Jonathan Armes, currently CEO of Lakeland, will serve as President and CEO and a director of CombineCo, Dr. Michael Gunning, the current CEO of Alpha, will be Executive Chairman and a director of CombineCo, and Sierd Eriks, the current VP Exploration for Alpha will be VP Exploration of CombineCo. Certain former directors of Alpha are anticipated to continue to serve as technical advisors to the board of directors of CombineCo.

The Transaction is subject to TSX Venture Exchange acceptance for both Lakeland and Alpha, receipt of required third party consents, approval by respective Alpha and Lakeland shareholders, and BC Supreme Court approval.

Alpha's board of directors, as part of the process, engaged Primary Capital Inc. ("Primary") as its independent financial advisor. The Alpha board of directors received a verbal fairness opinion from Primary, that the consideration payable to Alpha's shareholders is fair, from a financial point of view, to the shareholders of Alpha, other than Lakeland.

Accounting estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from those estimates. Significant areas where management's judgment is applied are the recognition and impairment of exploration and evaluation assets, share-based payments charges, and deferred income taxes. Actual results may differ from those estimates

Risk and uncertainties

The operations of the Company are speculative due to the nature of its business which is the investment in the exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.
The list of risk factors below should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its securities.

No History of Revenue

The Company's only source of income to date has been interest income earned on excess cash. There is no guarantee that the Company will enter into profitable agreements with mining companies and earn revenue from operations.

The Company is in the business of exploring for, with the ultimate goal of developing and producing, minerals from the uranium properties in the Athabasca Basin and other properties in which the Company may in the future acquire an interest. The Company has not commenced commercial production and the Company has no history or earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its properties profitably or that its activities will generate positive cash flow. The Company has not paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. The Company has limited cash and other assets. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of the Company's management in all aspects of the development and implementation of the Company's business activities.

Market Price of the Common Shares

The Common Shares are listed and posted for trading on the TSX-V, the FSE, and the OTCQX Markets. The Company’s business is in an early stage of exploration and an investment in the Company’s securities is highly speculative. There can be no assurance that an active trading market in the Company’s securities will be established and maintained. Securities of companies involved in the resource industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Common Shares is also likely to be significantly affected by short-term changes in commodity prices or in the Company’s financial condition or results of operations as reflected in its quarterly earnings reports.

Acquisition Strategy

As part of the Company’s business strategy, it has sought and will continue to seek new exploration, mining and development opportunities in the resource industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favorable terms, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

The Company may not realize the benefits of its growth projects

As part of its strategy, the Company will continue existing efforts and initiate new efforts to develop new mineral projects. A number of risks and uncertainties are associated with the development of these types of projects, including political, regulatory, design, construction, labour, operating, technical, and technological risks, uncertainties relating to capital and other costs, and financing risks. The failure to develop one or more of these initiatives successfully could have an adverse effect on the Company's financial position and results of operations.

Current Global Financial Conditions

Recent events in global financial markets, including sovereign debt crises, have had a profound impact on the global economy and global financial conditions have been subject to volatility. Many industries, including the mining sector, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A continuing slowdown in financial markets or other economic conditions, including, but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's business, financial condition, results of operations and ability to grow.

Financing Risk

The Company is limited in financial resources and has no assurance that additional funding will be available for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or infinite postponement of further exploration and development of its projects with the possible loss of such properties.

Competition

The mineral exploration and development industry is highly competitive. The Company competes with other domestic and international mineral exploration companies that have greater financial, human and technical resources. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies, or devote greater resources to the expansion or efficiency of their operations that the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Accordingly, it is possible that new competitors or alliances among current and new competitors may emerge and gain significant market share to the Company's detriment. The Company may also encounter increasing competition from other mining companies in the Company's efforts to hire experienced mining professionals.

Increased competition could adversely affect the Company's ability to attract necessary capital funding, to acquire it on acceptable terms, or to acquire suitable properties or prospects for mineral exploration in the future. As a result of this competition, the Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Company may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Risks related to International Activities

A material portion of the business of the Company may become located outside of North America. The Company’s international operations may be adversely affected by political or economic developments or social instability, which will not be within the Company’s control, including, among other things, the risks of political unrest, labour disputes and unrest, war, terrorism, abduction, expropriation, nationalization, renegotiation or nullification of existing concessions, contracts and permits, government regulation, delays in obtaining or renewing or the inability to obtain or renew necessary permits, taxation policies, economic sanctions, fluctuating exchange rates, currency controls, high rates of inflation, limitations on foreign ownership and increased financing costs. The occurrence of any such events could have a material adverse effect on the Company’s business and results of operations as currently contemplated.

It may also be difficult for the Company to find and hire qualified people in the mining industry who are situated in outside of North America or to obtain all of the necessary services or expertise outside of North America or to conduct operations on the Company's projects at reasonable rates. If qualified people and services or expertise cannot be obtained outside of North America, the Company may need to seek and obtain those services from people located outside of these areas, which will require work permits and compliance with applicable laws and could result in delays and higher costs to conduct the Company's operations.

Corruption and Bribery Risk

The Company's operations are governed by, and involve interactions with, many levels of government. Like most companies, the Company is required to comply with anti-corruption and anti-bribery laws, including the Canadian *Corruption of Foreign Public Officials Act*. In recent years, there has been a general increase in both the frequency of enforcement and severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its third party agents. Although the Company takes steps to mitigate such risks, such measures are not always effective in ensuring that the Company, its employees or third party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of operations.

Risks Associated with Joint Venture Agreements

Pursuant to agreements the Company may enter into in the course of its business, the Company's interest in its properties may become subject to the risks normally associated with the conduct of joint ventures. In the event that any of the Company's properties become subject to a joint venture, the existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of its interests held through joint ventures, which could have a material adverse impact on the Company's business prospects, results of operations and financial condition: (i) disagreements with joint venture partners on how to conduct exploration; (ii) inability of joint venture partners to meet their obligations to the joint venture or third parties; and (iii) disputes or litigation between joint venture partners regarding budgets, development activities, reporting requirements and other joint venture matters.

Reliance on Key Individuals

The Company's success depends on its ability to attract and retain the services of key personnel who are qualified and experienced. In particular, the success of the Company is, and will continue to be to a significant extent, dependent on the expertise and experience of the Company's directors and senior management. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of these individuals could have a material adverse effect on the Company.

The resource industry is largely driven by fluctuations in commodity prices which, when high, can lead to a large number of projects being developed which in turn increases the demand for skilled personnel, contractors, material and supplies. Accordingly, there is a risk to the Company of losing or being unable to secure enough suitable key personnel or key resources and, as a result, being exposed to increased capital and operating costs and delays, which may in turn adversely affect the development of the Company's projects, the results of operations and the Company's financial condition and prospectus.

Commodity Prices

The price of the Common Shares and the Company’s financial results may be significantly adversely affected by a decline in the price of metals. The price of metal commodities fluctuates widely, especially in recent years, and is affected by numerous factors beyond the Company’s control such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major metal-producing countries throughout the world.

Dividend Policy

No dividends on the Common Shares have been paid by the Company to date. The Company anticipates that it will retain all earnings and other cash resources for the foreseeable future for the operation and development of its business. The Company does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Company’s board of directors after taking into account many factors, including the Company’s operating results, financial condition and current and anticipated cash needs.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (British Columbia) and other applicable laws.

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. Any potential mining operations of the Company will be subject to all the hazards and risks normally encountered in the exploration, development and production of metals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, fire, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to property, injury or loss of life, environmental damage, work stoppages, delays in production, increased production costs and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. Although the Company believes that appropriate precautions to minimize risks are taken, these risks cannot be eliminated.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned or other mining operations in which the Company may acquire an interest will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, including among other things: the interpretation of geological data obtained from drill holes and other sampling techniques, the particular attributes of the deposit, such as size, grade and proximity to infrastructure and labour; metal prices which are highly cyclical; government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; and political stability. The Company's development projects are also subject to the issuance of necessary permits and other governmental approvals and receipt of adequate financing. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may adversely affect the Company's business.

Exploration Costs

The estimates of costs to conduct further exploration work by the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realized in practice, which may materially and adversely affect the Company's viability.

Environmental Regulation, Risks and Hazards

All phases of mining operations are subject to environmental regulation in the jurisdictions in which they operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Compliance with changing environmental laws and regulations may require significant capital outlays, including obtaining additional permits, and may cause material changes or delays in, or the cancellation of, the Company's exploration programs or current operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's mining operations.

Furthermore, environmental hazards may exist on the properties on which the owners or operators of mining operations hold interests which are unknown to such owners or operators at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently, and may in the future be, required in connection with mining operations at the properties. To the extent such approvals are required and not obtained, mining operations may be curtailed or prohibited from continuing operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. The occurrence of any environmental violation or enforcement action may have an adverse impact on the Company's operations and reputation.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on mining operations and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Governmental Regulation

Mining operations and exploration activities are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection and remediation of the environment, reclamation, historic and cultural resources preservation, mine safety and occupation health, handling, storage and transportation of hazardous substances and other matters. The costs of discovering, evaluating, planning, designing, developing, constructing, operating, and other facilities in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the owners or operators of mining operations would not proceed with the development of or continue to operate a mine. As part of their normal course operating, and development activities, such owners or operators have expended significant resources, both financial and managerial, to comply with governmental and environmental regulations and permitting requirements, and will continue to do so in the future. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder, and claims for damages to property and persons resulting from mining operations could result in substantial costs and liabilities in the future.

Permitting

Mining operations are subject to receiving and maintaining permits from appropriate governmental authorities. It can be time-consuming and costly to obtain, maintain and renew permits. In addition, permit terms and conditions can impose restrictions on how the Company conducts its operations and limit the Company's flexibility in development its mineral properties. Prior to any development on the Company’s properties, permits from appropriate governmental authorities may be required. Permits required for the Company's operations may not be issued, maintained or renewed in a timely fashion or at all, may not be issued or renewed upon conditions that restrict the Company's ability to conduct the Company's operations economically, or may be subsequently revoke. Any such failure to obtain, maintain or renew permits, or other permitting delays or conditions could have a material adverse effect on the Company's business, results of operations, financial condition and prospectus.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations at the Company’s properties.

Exploration and Geological Report

The reported results in the technical reports filed in respect of the Company’s properties are estimates only. No assurance can be given that the estimated mineralization will be recovered. The reported results are based on limited sampling, and, consequently, are uncertain because the samples may not be representative. Estimates may require revision (either up or down) based on actual production experience. If the Company encounters mineralization or geological formations different from those predicted by past drilling, sampling and interpretations, any estimates may need to be altered in a way that could adversely affect the Company's operations or proposed operations. In addition, market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain minerals uneconomic.

Land Title

No assurances can be given that there are no title defects affecting the Company’s properties. The Company’s properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects.

Commodity Price Fluctuations

The price of metals has fluctuated widely in recent years, and future serious price declines could cause continued development of and commercial production from the Company's properties to be impracticable. Future cash flows may not be sufficient and the Company could be forced to discontinue production and may be forced to sell the properties. Future production by the Company is dependent on metal prices that are adequate to make this property economic.

In addition to adversely affecting the commercial production estimates and financial conditions, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Additional Capital

Mining, processing, development and exploration may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on satisfactory terms.

Foreign Exchange Rate Fluctuations

Operations in Canada are subject to foreign currency exchange fluctuations. The Company raises its funds through equity issuances which are priced in Canadian dollars, and the majority of the exploration costs of the Company are denominated in Canadian Dollars. However, the Company may suffer losses if other foreign currencies are used for its expenditures.

Property Exploration and Development Risk

The Company's properties are currently at the exploration stage of development. Exploration and development is subject to numerous risks, including, but not limited to, delays in obtaining equipment, material and services essential to developing the project in a timely manner; changes in environmental or other government regulations; currency exchange rates; labour shortages; and fluctuation in metal prices. There can be no assurance that the Company will have the financial, technical and operational resources to complete the exploration and development in accordance with current expectations or at all.

Insurance Risk

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failure, cave-ins, mechanical failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, fires, floods and earthquakes. Such occurrences could result in damage, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, the Company's insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as loss of title to mineral property, environmental pollution, or other hazards as a result of exploration and production is not generally available to the Company or other companies in the mining industry on acceptable terms. The Company may also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect on our financial performance and results of operations.

Force Majeure

The Company's projects now or in future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Forward-Looking Statements

This MD&A includes certain statements that constitute "forward-looking statements", and "forward-looking information" within the meaning of applicable securities laws ("forward-looking statements" and "forward-looking information" are collectively referred to as "forward-looking statements", unless otherwise stated). These statements appear in a number of places in this MD&A and include statements regarding our intent, or the beliefs or current expectations of our officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this MD&A, words such as "believe", "anticipate", "estimate", "project", "intend", "expect", "may", "will", "plan", "should", "would", "contemplate", "possible", "attempts", "seeks" and similar expressions are intended to identify these forward-looking statements. Forward-looking statements may relate to the Company's future outlook and anticipated events or results and may include statements regarding the Company's uranium mineral interest in the Athabasca Basin and various other commodity mineral interest and the Company's future financial position, business strategy, budgets, litigation, projected costs, financial results, taxes, plans and objectives. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. These forward-looking statements were derived utilizing numerous assumptions regarding expected growth, results of operations, performance and business prospects and opportunities that could cause our actual results to differ materially from those in the forward-looking statements. While the Company considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Accordingly, you are cautioned not to put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results. To the extent any forward-looking statements constitute future-oriented financial information or financial outlooks, as those terms are defined under applicable Canadian securities laws, such statements are being provided to describe the current anticipated potential of the Company and readers are cautioned that these statements may not be appropriate for any other purpose, including investment decisions. Forward-looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. To the extent any forward-looking statements constitute future-oriented financial information or financial outlooks, as those terms are defined under applicable Canadian securities laws, such statements are being provided to describe the current anticipated potential of the Company and readers are cautioned that these statements may not be appropriate for any other purpose, including investment decisions. Forward-looking statements speak only as of the date those statements are made. Except as required by applicable law, we assume no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If we update any one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement.

APPROVAL

The Board of Directors of Lakeland Resources Inc. has approved the disclosure contained in this MD&A.

Additional Information

Additional information about the Company can be found at the Company's website at www.lakelandresources.com, or on www.sedar.com.