



120 Adelaide Street West, Suite 2400
Toronto, Ontario M5H 1T1 Canada
416-637-3523

www.midlandsminerals.com

Management Information Circular
Dated June 27, 2013

**MIDLANDS MINERALS CORPORATION
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that Midlands Minerals Corporation (the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Tuesday, July 30, 2013, at 10:00 am (Eastern Daylight Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2012, and the auditor’s report on those statements;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
4. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the Corporation’s stock option plan;
5. to consider, and if deemed advisable, to pass without variation, an ordinary resolution confirming the By-Law amendment requiring advanced notice in circumstances where nominations of persons for election to the board of directors are made by shareholders;
6. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the sale(the “**Sian Transaction**”) of the Corporation’s 130,000,000 shares in Akroma Gold Company Limited (“**Akroma**”) to Sian Goldfields Limited (“**Sian**”); and
7. to transact any other business properly brought before the Meeting.

Holders of common shares are invited to attend the Meeting. Shareholders of record as at the close of business on Friday June 28, 2013, will be entitled to notice of and to vote at the Meeting.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying management information circular of the Corporation dated June 27, 2013 (the “**Information Circular**”).

Copies of: (a) this notice of annual and special meeting of shareholders; (b) the Information Circular; and (c) a management form of proxy and instructions in relation thereto (the “**Management Proxy**”) may be obtained at the following office: Midlands Minerals Corporation, 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, or will be sent to a shareholder without charge upon request by calling 416.637.3523.

DATED the 27th day of June, 2013.

By Order of the Board of Directors

(Signed) “Craig Pearman”

President & CEO



June 27, 2013

Dear Shareholders:

The directors of Midlands Minerals Corporation (“**Midlands**” or the “**Corporation**”) cordially invite you to attend the annual and special meeting (the “**Meeting**”) of the shareholders of Midlands (the “**Shareholders**”) to be held at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Tuesday, July 30, 2013, at 10:00 am (Eastern Daylight Time).

At the Meeting, shareholders will be asked to consider and vote upon the election of directors and the appointment of auditors, as well as certain matters of special business, including advance notice amendments to the by-law and the proposed disposition (the “**Sian Transaction**”) of Midlands’ interest in the Sian Gold Project to its joint venture partner, Sian Goldfields Limited (“**Sian**”).

This past year was challenging for Midlands and we believe the Sian Transaction will be transformative for Midlands, allowing it to find a commercial solution for its problems with Sian. Moreover, the Sian Transaction will provide Midlands with funds to deploy in other projects that it may consider acquiring. Full details of the rationale for the Sian Transaction as well as the terms of the transaction are set form in the attached management information circular (the “**Information Circular**”).

In June 2011, Sian renounced the shareholder agreement that governed the joint venture relationship for the Sian Gold Project. The Corporation then encountered strong community resistance on its ongoing exploration efforts and has been unable to undertake any exploration on the Sian Gold Project since that time. The Corporation has invested two years of effort to resolve the impasse, and despite support from government and traditional authorities, the Corporation has been unable to restore its joint venture relationship with Sian. After an extended negotiation process involving a number of potential third party investors, the Corporation successfully negotiated a commercial solution with Sian, the Sian Transaction that is being considered at the Meeting.

Following completion of the Sian Transaction, the Corporation will be in a position to identify and acquire another high calibre flagship project at current discounted prices.

The Corporation’s cash position also necessitates that the Corporation monetizes any saleable assets and streamline its portfolio to conserve cash and reduce future cash liabilities. Since July 2012, the Corporation has attempted to locate interested buyers in a worsening market economy, and a number of encouraging negotiations are currently underway.

For the Sian Transaction to be completed, the resolution approving the transaction contemplated in the share purchase agreement dated June 19, 2013 between Midlands, its wholly-owned subsidiary Harbour Capital Corporation, and Sian in the form set out in the accompanying Information Circular (the “Sian Transaction Resolution”) must be approved by a majority of the votes cast by Shareholders at the Meeting. If the Shareholders give their approval and if the other conditions to the Sian Transaction are satisfied or waived, it is expected that the Sian Transaction will be completed by August 9, 2013.

The board of directors of Midlands (the “**Board**”), after careful consideration, has determined that the Sian Transaction is fair to the Shareholders and in the best interests of Midlands and the Shareholders, and the Board unanimously recommends that Shareholders approve the Sian Transaction by voting FOR the Sian Transaction Resolution set out in the accompanying Information Circular.

The Information Circular provides a detailed description of the Sian Transaction, as well as the other business to be put before the Meeting.

Please give this material your careful consideration, and if you require assistance, please contact Craig Pearman, President and Chief Executive Officer of Midlands, at + 1-604-366-2229.

To be represented at the Meeting, you must either attend the Meeting in person or complete and sign the enclosed form of proxy. Shareholders should forward their proxy to Midlands' registrar and transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, Canada, M5H 4H1, by not later than 10:00 am (Eastern Daylight Time) on July 26, 2013, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned Meeting.

Sincerely,

"Craig Pearman"

Craig Pearman
President & CEO



MIDLANDS MINERALS CORPORATION

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by management (“**Management**”) of Midlands Minerals Corporation (the “**Corporation**”), of proxies to be used at the annual and special meeting of shareholders (the “**Meeting**”) of the Corporation to be held at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Tuesday July 30, 2013, at 10:00 am (Eastern Daylight Time) for the purposes set forth in the accompanying notice of annual and special meeting (the “**Notice**”).

Except as otherwise indicated, information herein is given as at June 27, 2013. In this Information Circular, all references to dollar amounts are to Canadian dollars, unless otherwise specified. All references herein to the Corporation shall include its subsidiaries as the context may require.

The board of directors of the Corporation (the “**Board**”) has by resolution fixed the close of business on June 28, 2013 as the record date (the “**Record Date**”) for the Meeting. Only shareholders of the Corporation (each a “**Shareholder**” and collectively, the “**Shareholders**”) of record as at 5:00 pm (Eastern Daylight Time) as at the Record Date will be entitled to receive the Notice and related documents and to vote at the Meeting or at any adjournment thereof, but failure to receive such Notice does not deprive Shareholders of their right to vote their shares at the Meeting.

If a Shareholder has transferred any of his/her/its common shares in the Corporation (the “**Common Shares**”) after the Record Date, and the transferee of these shares produces properly endorsed share certificates or otherwise establishes that he/she/it owns such shares, as the case may be, and demands, at least ten (10) days before the Meeting, that his/her/its name be registered on the list of Shareholders entitled to vote, the transferee is entitled to vote such shares at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. Each Shareholder has the right to appoint a person or company, who need not be a Shareholder, other than the persons named in the enclosed form of proxy, to represent such Shareholder at the Meeting or any adjournment(s) thereof. Such right may be exercised by inserting such person’s name in the blank space provided and striking out the names of Management’s nominees in the Management Proxy or by completing another proper form of proxy. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of the Corporation’s transfer agent, Equity Financial Trust Company (“**Equity**”), 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) thereof.

A Shareholder forwarding the enclosed Management Proxy may indicate the manner in which the appropriate appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the proxy.

In addition to revocation in any other manner permitted by law, a Management Proxy or other form of proxy may be revoked if it is received not later than 10:00 am (Eastern Standard Time) on Friday, July 26, 2013 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting, by completing and signing a proxy bearing a later date and depositing it with Equity on behalf of the Corporation.

If you are a registered shareholder of the Corporation, whether or not you are able to attend the Meeting, you are requested to complete, execute and deliver the enclosed form of proxy in accordance with the instructions set forth on the form to the Corporations, c/o Equity Financial Trust, Attn.: Proxy Department, Suite 400, 200 University Avenue, Toronto, Ontario M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment(s) or postponement(s) thereof. The time limit for the deposit of proxies may be waived by the board of directors at its discretion without notice. Registered Shareholders may also vote their proxies via telephone or the internet in accordance with the instructions set forth on the proxy.

EXERCISE OF DISCRETION BY PROXIES

Common Shares represented by properly executed proxies in favour of the persons named in the enclosed Management Proxy will be either voted or withheld from voting, as applicable, in accordance with the instructions given by the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **Where Shareholders have properly executed proxies in favour of the persons named in the enclosed Management Proxy and have not specified in the Management Proxy the manner in which the named proxies are required to vote the Common Shares represented thereby, such Common Shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed Management Proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, neither Management nor the directors of the Corporation (each a “**Director**” and collectively, the “**Directors**”) are aware of any such amendments, variations or others matters to come before the Meeting. However, if any other matters which at present are not known to Management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named proxies.

INFORMATION FOR BENEFICIAL HOLDERS OF SECURITIES

Registered Holders of Common Shares or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Distribution to NOBOs

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation will have caused its agent to distribute copies of the Notice and this Information Circular (collectively, the “**meeting materials**”) as well as a proxy directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner (“**Non-Objecting Beneficial Owner**” or “**NOBO**”).

These securityholder materials are being sent to both registered holders of the securities and Non-Registered Holders of the securities. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for proxy enclosed with mailings to NOBOs.

The meeting materials distributed by the Corporation’s agent to NOBOs include a proxy. Please carefully review the instructions on the proxy for completion and deposit.

Distribution to OBOs

In addition, the Corporation will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Holders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“**Objecting Beneficial Owner**” or “**OBO**”).

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge Financial Solutions, Inc. to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

1. be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with Equity in the manner set out above in this Information Circular, with respect to the Common Shares beneficially owned by such OBO; or
2. more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a “**Voting Instruction Form**”) which the Intermediary must follow. Typically, the Voting Instruction Form will consist of a one page pre-printed form. The purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form

and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or voting instruction form is to be delivered.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, Management is not aware of any person who may have an interest, whether such interest is by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. The officers of the Corporation (each an “**Officer**”) and Directors since the beginning of the last financial year, each proposed Director and each associate or affiliate of such persons, have an interest in the ratification of the Corporation's stock option plan (the “**Stock Option Plan**”), as such persons may be granted stock options (the “**Options**”) under the Stock Option Plan.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 194,228,231 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. Each issued and outstanding Common Share entitles its holder to one vote.

To the knowledge of the Directors and Officers, there are no persons or companies, who beneficially own, directly or indirectly, or exercises control or direction over, voting securities of the Corporation carrying more than ten percent (10%) of the voting rights.

MATTERS TO BE ACTED UPON AT THE MEETING

1. PRESENTATION OF FINANCIAL STATEMENTS FOR 2012

A copy of the audited consolidated financial statements of the Corporation for the year ended December 31, 2012, can be found on the Corporation's SEDAR profile at www.sedar.com, and on the Corporation's website at www.midlandsmineals.com. A copy can also be obtained on request by contacting the Corporation at 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, Attention: Leslie Haddow, Corporate Secretary.

2. ELECTION OF DIRECTORS

The articles of incorporation provide that the Board consist of a minimum of three (3) and a maximum of fifteen (15) Directors. The number of Directors is currently set at five (5). The nominees are, in the opinion of the Board, well qualified to act as Directors for the coming year. Each nominee has established his eligibility and willingness to serve as Director, if elected. Each duly elected Director will hold office until the next annual meeting of Shareholders or until a successor is duly elected, unless his or her office is earlier vacated in accordance with the articles of the Corporation.

Corporate Cease Trade Orders

Except as otherwise disclosed herein, no proposed director of the Corporation is, as of the date of this Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, issued either while that person was acting in that capacity or after that person ceased to act in that capacity if it resulted from an event that occurred while that person was acting in that capacity.

Nick Tintor was an officer and director of New Inca Gold Limited which was subject to a cease trade order from February 2002 to January 2004 for failure to file financial statements.

Bankruptcies

To the Corporation's knowledge, no proposed Director:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the director, executive officer or shareholder.

Following approval of these appointments by the Shareholders as the case may be, the Board of Directors will be composed of three (3) independent Directors, and two (2) non-independent Directors who are either an employee of the Corporation, or provides services for the Corporation, for a total of five (5) Directors.

The following pages sets out the names and municipalities of residence of each member of the Board, their principal occupation or employment, and the number of Common Shares and any other securities of the Corporation beneficially owned by each, directly or indirectly or over which they exercise control or direction. The information on the following pages also indicated whether each such person is a member of the Board's audit committee ("**Audit Committee**").

The information provided below has been provided to us by the individuals themselves and has not be independently verified.

Each elected nominee will hold office until the close of the next annual meeting of Shareholders or until a successor is elected or appointed, unless such nominee's office is earlier vacated.

Mr. Ace Anan Ankomah, Accra, Ghana

Independent Director

Director Since: June 25, 2012

Mr. Ankomah is a Managing Partner at Bentsi-Enchill, Letsa & Ankomah, and Senior Lecturer, Ghana School of Law.

Area of Expertise: *Managing Partner - Head, Litigation and Dispute Resolution, Ghana Law*

Attendance at Board Meetings

June 27, 2012	July 20, 2012	Aug. 28, 2012	Nov. 21, 2012	April 18, 2013	May 31, 2013
		✓	✓		

Attendance at Committee Meetings:

Audit Committee August 28, 2012	Audit Committee November 21, 2012	Audit Committee April 18, 2013	Audit Committee May 29, 2013
N/A	N/A	N/A	N/A

Securities Held on June 27, 2013

Common Shares: 0

Market Value of Common Shares at June 27, 2013 (TSXV closing price \$0.005): \$0

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Aug. 28, 2012	Aug. 28, 2017	1,000,000	\$0.10	1,000,000	Nil

1). Based on the closing price on the TSXV of the Common Shares of \$0.005 on June 27, 2013

Public Board Membership (as of the date of this Information Circular): N/A

Voting Results of June 25, 2012 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	52,173,964	1,049,932	53,223,896
Percentage of Votes	26.8%	1.97%	27.4%

Mr. James Garcelon, Toronto, Canada

Independent Director

Director Since: June 25, 2012

Mr. Garcelon is a Principal and Founder of Grove Capital Group and CEO of Telferscot Resources. Mr. Garcelon has over 20 years of experience in the financial services industry. He began his career at RBC Dominion Securities where he acted in a number of capacities and areas including investment banking, derivatives and quantitative research. In 1997, he joined Pacific Century Group a Hong Kong based private equity fund. Pacific Century was then a strategic investor in Gordon Capital Corporation, which was acquired by HSBC Securities in late 1998. Mr. Garcelon played an instrumental role in the restructuring and merging of the two organizations. He was appointed Managing Director, Institutional Research at HSBC Securities in 2000. In 2003, Mr. Garcelon joined National Bank Financial and was promoted to Managing Director, Head of Institutional Sales in 2005. Currently Mr. Garcelon is a Principal with, and cofounder of, Grove Capital Group a merchant banking group. He is also currently a Director of Telferscot Resources Inc., and Homeland Uranium Inc. He is a Chartered Financial Analyst and holds a Masters of Science in International Political Economy from the London School of Economics in addition to a HBA from the Richard Ivey School of Business.

Area of Expertise: Strategy, Finance, Corporate Structuring, Mergers and Acquisitions, and Corporate Governance.

Attendance at Board Meetings

June 27, 2012	July 20, 2012	Aug. 28, 2012	Nov. 21, 2012	April 18, 2013	May 31, 2013
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee August 28, 2012	Audit Committee November 21, 2012	Audit Committee April 18, 2013	Audit Committee May 29, 2013
✓	✓	✓	✓

Securities Held on June 27, 2013

Common Shares: 1,000,000

Market Value of Common Shares at June 27, 2013 \$0.005

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Aug. 28, 2012	Aug. 28, 2017	1,000,000	\$0.10	1,000,000	Nil

1). Based on the closing price on the TSXV of the Common Shares of \$0.005 on June 27, 2013

Public Board Membership (as of the date of this Information Circular): Telferscot Resources Inc., and Homeland Uranium Inc.

Voting Results of June 25, 2012 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	52,173,964	1,049,932	53,223,896
Percentage of Votes	26.8%	1.97%	27.4%

Mr. Mark B. Keatley, London, UK

Independent Director

Director Since: September 9, 2004

Mr. Keatley is the Chief Financial Officer of a UK firm Actavis Sarl. Mr. Keatley is formerly Chief Financial Officer of Ashanti Goldfields Company Limited. With an M.B.A. from Stanford Business School, and an M.Phil. and M.A. (Double First) from the University of Cambridge, Mr. Keatley's career includes senior management positions with the International Finance Corporation, the World Bank, and Ford Motor Company, U.K.

Area of Expertise: Mr. Keatley serves as CFO for the Swiss-based pharmaceutical firm Actavis sarl, and is a former CFO of Ashanti Goldfields Company (now part of AngloGold Ashanti). Previous to that Mr. Keatley held senior positions in the IFC (World Bank) and has worked with Ford Motor Company (UK). He has been a Director since September 2005 and is a qualified accountant. Mr. Keatley brings international experience in the mining sector as well as strong financial expertise and a solid knowledge of the African countries in which Midlands operates.

Attendance at Board Meetings

June 27, 2012	July 20, 2012	Aug. 28, 2012	Nov. 21, 2012	April 18, 2013	May 31, 2013
✓	✓	✓			✓

Attendance at Committee Meetings:

Audit Committee August 28, 2012	Audit Committee November 21, 2012	Audit Committee April 18, 2013	Audit Committee May 29, 2013
✓	✓		✓

Securities Held on June 27, 2013

Common Shares: 625,000

Market Value of Common Shares at June 27, 2013 (TSXV closing price \$0.005): \$0

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb. 2, 2009	Feb. 2, 2014	50,000	\$0.40	50,000	Nil
Feb. 16, 2010	Feb. 16, 2015	150,000	\$0.33	150,000	Nil
Dec. 23, 2010	Dec. 23, 2015	175,000	\$0.25	175,000	Nil
Nov. 15, 2011	Nov. 15, 2016	1,100,000	\$0.10	1,100,000	Nil

1). Based on the closing price on the TSXV of the Common Shares of \$0.005 on June 27, 2013

Public Board Membership (as of the date of this Information Circular): N/A

Voting Results of June 25, 2012 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	52,173,964	1,049,932	53,223,896
Percentage of Votes	26.8%	1.97%	27.4%

Mr. Craig Pearman, Vancouver, Canada

Non-Independent, Management

Director Since: June 25, 2012

Mr. Pearman is the President & CEO of Midlands Minerals Inc. Mr. Pearman has over 20 years experience as an exploration and mining geologist in Ghana, Tanzania and South Africa. Most recently he held the roles of Chief Exploration Geologist for Kinross Gold Corporation at the Chirano Mine in Ghana, Consultant Geologist for Newmont Ghana Gold at the Ahafo and Akyem gold mines, and Exploration Manager and Managing Director for Volta Resources in Ghana. Mr. Pearman received his B.Sc. (Honours) from the University of Natal, Durban, South Africa in 1991 and is a member of the South African Council for Natural Scientific Professions. Mr. Pearman is also a Director of Savary Gold Corporation.

Area of Expertise: Craig's broad experience in exploration and mine development makes him a significant member to the Midlands board. In addition to his exploration geology skills, Craig has spent 20 years in operational management on the ground in diverse cultural environments in South, East and West Africa.

Attendance at Board Meetings

June 27, 2012	July 20, 2012	Aug. 28, 2012	Nov. 21, 2012	April 18, 2013	May 31, 2013
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee August 28, 2012	Audit Committee November 21, 2012	Audit Committee April 18, 2013	Audit Committee May 29, 2013
N/A	N/A	N/A	N/A

Securities Held on June 27, 2013

Common Shares: 0

Market Value of Common Shares at June 27, 2013 (TSXV closing price \$0.005): \$0

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Nov. 15, 2011	Nov. 15, 2016	2,000,000	\$0.10	2,000,000	Nil
Aug. 29, 2012	Aug. 29, 2017	500,000	\$0.10	500,000	Nil

1). Based on the closing price on the TSXV of the Common Shares of \$0.005 on June 27, 2013

Public Board Membership (as of the date of this Information Circular): Savary Gold Corp.

Voting Results of June 25, 2012 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	52,173,964	1,049,932	53,223,896
Percentage of Votes	26.8%	1.97%	27.4%

Mr. Nick Tintor, Mississauga, Canada

Chairman, Non-Independent

Director Since: June 30, 2011

Nick Tintor is the Managing Director, RG Mining Investments Inc. He is also President & CEO of Caracara Silver Inc. and Ferrum Americas Mining Inc. Mr. Tintor is a Geologist. Nick has been involved for more than 25 years in exploration, project generation and financing of exploration companies. He is also a director of Aura Silver, Caracara Silver Inc, and Ferrum Americas Mining Inc.

Area of Expertise: Nick holds a Bachelor of Science in Geology from the University of Toronto. He has more than 25 years of experience in the mining industry and has been involved with all aspects of junior mining company management, finance and project acquisition. Nick is a Member of The Canadian Institute of Mining and Metallurgy (CIMM), the Prospectors and Developers Association of Canada and the Ontario Prospectors Association, the Society of Economic Geologists, the Geological Association of Canada and is a Member of the University of Toronto

Attendance at Board Meetings

June 27, 2012	July 20, 2012	Aug. 28, 2012	Nov. 21, 2012	April 18, 2013	May 31, 2013
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee August 28, 2012	Audit Committee November 21, 2012	Audit Committee April 18, 2013	Audit Committee May 29, 2013
N/A	N/A	N/A	N/A

Securities Held on June 27, 2013

Common Shares: 500,000

Market Value of Common Shares at June 27, 2013 (TSXV closing price \$0.005): \$0

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Nov. 15, 2011	Nov. 15, 2016	1,100,000	\$0.10	1,100,000	Nil

1). Based on the closing price on the TSXV of the Common Shares of \$0.005 on June 27, 2013

Public Board Membership (as of the date of this Information Circular): DNI Metals Inc., Caracara Silver Inc., Aura Silver Inc., and Ferrum Americas Mining Inc.

Voting Results of June 25, 2012 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	52,173,964	1,049,932	53,223,896
Percentage of Votes	26.8%	1.97%	27.4%

Management and the Directors do not contemplate that any of the nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, the persons named in the Management Proxy reserve the right to vote FOR another nominee in their discretion.

If you complete and return the Management Proxy, the persons designated in the Management Proxy intend to vote at the Meeting, or any adjournment thereof, FOR the election of Ace Anan Ankamah, James Garcelon, Mark B. Keatley, Craig Pearman, and Nick Tintor as Directors, unless you specifically direct that your vote be withheld.

3. RE-APPOINTMENT AND REMUNERATION OF AUDITORS

Management recommends that Schwartz Levitsky Feldman, Chartered Accountants (“SLF”), which firm has served as auditors of the Corporation since 2007, be re-appointed as the auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Directors to fix the auditors’ remuneration. Management is seeking the approval of a majority of the votes cast at the Meeting for SLF to be so appointed.

If you complete and return the Management Proxy, the persons designated in the Management Proxy intend to vote at the Meeting, or any adjournment thereof, FOR the appointment of SLF, as auditors of the Corporation and to authorize the Board to fix the auditor’s remuneration, unless you specifically direct that your vote be withheld.

4. CONFIRMATION OF THE STOCK OPTION PLAN

On May 19, 2004, the Directors adopted the Stock Option Plan, in substantially its current form, which was subsequently approved by the Shareholders. The purpose of the Stock Option Plan is to attract, retain and motivate Directors, Officers, employees and consultants (collectively, the “Participants”) by providing them with the opportunity, through the granting of Options, to acquire a proprietary interest in the Corporation and benefit from its growth. In Management’s view, the ability to grant Options as a means of compensating Participants contributes to the Corporation’s overall financial performance. As such, Management considers that the Stock Option Plan is beneficial to the Corporation as it provides the Corporation with greater flexibility to compensate eligible Participants with grants of Options and encourage Participant ownership of the Corporation.

The Stock Option Plan is a “rolling” plan. The policies of the TSX Venture Exchange (“TSX-V”) require that a “rolling” stock option plan (where a specific maximum number of shares issuable under the plan is not fixed), such as that of the Corporation, be ratified by the Shareholders at each annual and special meeting.

The Stock Option Plan provides that eligible persons there under include any Director, employee, (full-time or part-time), Officer or consultant of the Corporation or any subsidiary thereof, may be granted Options by the Corporation. A consultant means an individual (including an individual whose services are contracted through a personal holding company) with whom the Corporation or a subsidiary has a contract for substantial services.

Summary of Stock Option Plan

The full Stock Option Plan is available from the Corporation upon request. The material terms of the Stock Option Plan are as follows:

1. The number of Common Shares which may be reserved for issuance to eligible persons (as defined in the Stock Option Plan) is a maximum of 10% of the issued and outstanding Common Shares.

2. No one person shall be issued Options representing more than 5% of the issued and outstanding Common Shares in any 12 month period.
3. All Options will be non-assignable and non-transferable and may be granted for a term not exceeding five years, unless the Corporation is listed on Tier 1 of the TSX-V in which case the Options may be granted for a term not exceeding ten years.
4. The exercise price of Options issued may be issued at the market price of the Common Shares as listed on the TSX-V, subject to any discounts permitted by applicable legislative and regulatory requirements.
5. No financial assistance can be provided by the Corporation to Option holders to facilitate the purchase of Common Shares under the Stock Option Plan.
6. The Stock Option Plan also contains anti-dilution provisions usual to plans of this type.
7. If an Option holder ceases to be a Director, Officer, or employee or consultant of the Corporation (other than by reason of death), then the Options will expire no later than 90 days following that date.
8. Investor relations persons may not be granted Options exceeding 2% of outstanding Common Shares and such Options must vest over one year with no more than 25% of the Options vesting in each quarter.

The Shareholders will be requested at the Meeting to pass the following resolution, without variation:

“IT IS HEREBY RESOLVED, THAT:

1. The Stock Option Plan, the material terms of which are summarized in this Information Circular is hereby ratified and the Board is hereby authorized, without further approval of the Shareholders, to make any further amendments to the Stock Option Plan as may be required by the TSX-V.
2. Any director or officer of the Corporation is hereby authorized for, on behalf of, and in the name of the Corporation to do and perform or cause to be done or performed all such things, to take or cause to be taken all such actions, to execute and deliver or cause to be executed and delivered all such agreements, documents and instruments, contemplated by, necessary or desirable in connection with the Stock Option Plan and the foregoing resolutions, as may be required from time to time and contemplated and required in connection therewith, or as such director or officer in his or her discretion may consider necessary, advisable or appropriate in order to give effect to the intent and purposes of the foregoing resolutions, and the doing of such things, the taking of such actions and the execution of such agreements, documents and instruments shall be conclusive evidence that the same have been authorized and approved hereby.”

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION.

If you complete and return the Management Proxy, the persons designated in the Management Proxy intend to vote at the Meeting, or any adjournment thereof, FOR the Stock Option Plan Resolution, unless you specifically direct that your vote be voted against the Stock Option Plan Resolution.

5. CONFIRMATION OF ADVANCE NOTICE BY-LAW AMENDMENT

Background.

The Corporation is seeking approval to adopt an amendment to the general by-law of the Corporation to require advance notice to the Corporation in circumstances where nominations of persons for election to the board of directors are made by shareholders of the Corporation other than pursuant to: (a) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (Ontario) (“the “OCBA”), or (b) a shareholder proposal made pursuant to the provisions of the OBCA, (the “**Advance Notice By-law Amendment**”). The Advance Notice By-law Amendment is effective upon adoption and, to remain in effect following termination of the meeting, must be confirmed by a resolution passed by a simple majority of the votes cast by shareholders at the meeting. The full text of the Advance Notice By-law Amendment is set forth as Schedule A of this Information Circular.

Purpose of the Advance Notice By-law Amendment

The directors of the Corporation are committed to: (i) facilitating an orderly and efficient annual meeting or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberations.

The purpose of the Advance Notice of By-law Amendment is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors. The Advance Notice By-law Amendment fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of the shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

Terms of the Advance Notice By-law Amendment

The following information is intended as a brief description of the Advance Notice By-law Amendment and is qualified in its entirety by the full text of the Advance Notice By-law Amendment, a copy of which is attached as Schedule A to this Information Circular. The terms of the Advance Notice By-law Amendment are summarized below:

The Advanced By-law Amendment provides that advance notice to the Corporation must be made in circumstances where nominations of persons for election to the board of directors are made by shareholders of the Corporation other than pursuant to: (i) a “proposal” made in accordance with the OBCA; or (ii) a requisition of the shareholders made in accordance with the OBCA.

Among other things, the Advance Notice By-law Amendment fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the secretary of the Corporation prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Corporation for an effective nomination to occur. No person will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance By-law Amendment.

In the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

Confirmation of Advance Notice By-law Amendment by Shareholders

If the Advance Notice of By-law Amendment is approved at the meeting, it will be in effect and in full force and effect in accordance with its terms and conditions beyond the termination of the meeting. The board of directors of the Corporation intends to review the by-law amendment from time to time and update it to the extent needed to reflect changed required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

At the meeting, shareholders will be asked to approve the following ordinary resolution (the “**Advance Notice By-law Resolution**”):

“BE IT RESOLVED, as an ordinary resolution of the shareholders of the Corporation, that:

1. The amendment to general by-law on June 27, 2013 is hereby confirmed without amendment; and
2. Any one director or officer of the Corporation be and is hereby and directed to do all such acts and things and execute and deliver, under the corporate seal of the Corporation or otherwise all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE ADVANCE BY-LAW RESOLUTION. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RIGHTS PLAN RESOLUTION.

If you complete and return the Management Proxy, the persons designated in the Management Proxy intend to vote at the Meeting, or any adjournment thereof, FOR the Advance By-law Resolution, unless you specifically direct that your vote be voted against the Advance By-law Resolution.

6. SIAN TRANSACTION

Background

The Corporation is seeking to sell, through its wholly-owned subsidiary, Harbour Capital Corporation (“**HCC**”), its 130,000,000 shares (the “**Shares**”) of Akroma to its joint venture partner Sian for an aggregate purchase price of US\$3.4 million (the “**Purchase Price**”). Akroma is the joint venture company holding title to the Sian Mining Lease for the Sian gold project located in the Eastern Region of Ghana (the “**Sian Gold Project**”).

On May 23, 2013, the Corporation entered into a binding term sheet with Sian (the “**Term Sheet**”) which provided that the Shares would be sold to Sian on terms and conditions to be more particularly described in a definitive agreement (the “**Share Purchase Agreement**”) to be entered into between HCC, Midlands and Sian, subject to the approval of the Board. On May 31, 2013, the Board approved the Term Sheet and authorized Mr. Pearman to negotiate the Share Purchase Agreement. The Corporation subsequently reconfirmed the Term Sheet with Sian.

The Shares held by the Corporation represent 65% of the issued and outstanding shares of Akroma. The balance of the issued and outstanding shares of Akroma, being 70,000,000 shares (the “**Remaining Shares**”), are owned by Sian.

A deposit of US\$340,000 (the “**Deposit**”) was paid by Sian to Midlands on May 21, 2013. The Deposit is non-refundable unless the TSX-V does not approve the Sian Transaction or the Sian Transaction Resolution (as defined below) is not approved at the Meeting. The balance of the Purchase Price was paid upon execution of the Share Purchase Agreement on June 19, 2013 by way of a letter of credit delivered by Sian to Midlands, which Midlands may draw down on after the Sian Transaction Resolution is approved at the Meeting.

The TSX-V has granted conditional approval of the Sian Transaction, subject to fulfilling the conditions contained therein, which include the approval of the Sian Transaction Resolution by a majority of the votes at the Meeting.

For a summary of the material terms and conditions of the Share Purchase Agreement, please refer to Schedule “B”.

Deliberations and Recommendation of the Board

The Board, after careful consideration, has determined that the Sian Transaction is fair to the shareholders and in the best interests of the Corporation and its shareholders. In recommending that shareholders vote in favour of the Sian Transaction Resolution, the Board considered, among other things, the following factors:

- a) the Corporation’s previous experience with respect to the Sian Gold Project;
- b) its ongoing discussions and negotiations with Sian with respect to the Sian Gold Project;
- c) the expected benefits of the Sian Transaction to the Corporation;
- d) industry information, including comparable mining sector transactions; and
- e) the procedures by which the Sian Transaction has been and is to be approved, including director, regulatory, and shareholder approval.

In June 2011, Sian renounced the shareholder agreement that governed the joint venture relationship for the Sian Gold Project. The Corporation then encountered strong community resistance on its ongoing exploration efforts and has been unable to undertake any exploration on the Sian Gold Project since that time. The Corporation has invested two years of effort to resolve the impasse, and despite support from government and traditional authorities, the Corporation has been unable to restore its joint venture relationship with Sian. After an extended negotiation process involving a number of potential third party investors, the Corporation successfully negotiated a commercial solution with Sian, the Sian Transaction that is being considered at the Meeting.

Following completion of the Sian Transaction, the Corporation will be in a position to identify and acquire another high calibre flagship project at current discounted prices.

The Corporation’s cash position also necessitates that the Corporation monetizes any saleable assets and streamline its portfolio to conserve cash and reduce future cash liabilities. Since July 2012, the Corporation has attempted to locate interested buyers in a worsening market economy, and a number of encouraging negotiations are currently underway.

At the meeting, shareholders will be asked to approve the following ordinary resolution (the “**Sian Transaction Resolution**”):

“BE IT RESOLVED, as an ordinary resolution of the shareholders of the Corporation, that:

1. The Share Purchase Agreement dated June 19, 2013 between the Corporation, HCC and Sian, as such agreement may be amended from time to time, and all transactions contemplated therein,

and the actions of the directors of the Corporation in approving the Sian Transaction and the Share Purchase Agreement and the actions of the directors and officers of the Corporation in executing and delivering the Share Purchase Agreement and causing the performance by the Corporation of its obligations thereunder, be and are hereby confirmed, ratified, authorized and approved.

2. Notwithstanding that this resolution has been duly passed (and the Sian Transaction authorized, approved and adopted) by the shareholders of the Corporation, the directors of the Corporation be and are hereby authorized and empowered, without further notice to, or approval of, the shareholders of the Corporation: (i) to amend the Share Purchase Agreement to the extent permitted by the Share Purchase Agreement; and (ii) subject to the terms of the Share Purchase Agreement, not to proceed with the Sian Transaction and to revoke this resolution at any time prior to the Escrow Release Date (as defined in the Share Purchase Agreement).
3. Any one director or officer of the Corporation be and is hereby and directed to do all such acts and things and execute and deliver, under the corporate seal of the Corporation or otherwise all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE SIAN TRANSACTION RESOLUTION. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE SIAN TRANSACTION RESOLUTION.

If you complete and return the Management Proxy, the persons designated in the Management Proxy intend to vote at the Meeting, or any adjournment thereof, FOR the Sian Transaction Resolution, unless you specifically direct that your vote be voted against the Sian Transaction Resolution.

5. OTHER MATTERS

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed form of Management Proxy and voting instruction confers discretion on the persons named on the form of Management Proxy to vote on such matters in accordance with their best judgment.

EXECUTIVE COMPENSATION

For purposes of this Information Circular, a “**Named Executive Officer**” of the Corporation means an individual who, at any time during the year, was:

- (a) the Corporation’s chief executive officer (“**CEO**”);
- (b) the Corporation’s chief financial officer (“**CFO**”);
- (c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

Based on the foregoing definition, during the last completed financial year of the Corporation, there were three (3) Named Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis focuses on the design of the compensation program for the Corporation's Named Executive Officers as provided for in National Instrument 51-102. For the 2011 financial year, the Named Executive Officers are:

Named Executive Officer	Position
Craig Pearman	President and Chief Executive Officer
Stephen Gledhill	Chief Financial Officer
Dominique Fournier	Vice President, Exploration ⁽¹⁾

Notes:

⁽¹⁾ Mr. Fournier was appointed Vice President, Exploration on March 15, 2012.

Objectives of Compensation Program

The Corporation's principal goal is to create value for its Shareholders. The Corporation believes that the compensation policies and practices of the Corporation should reflect the interests of its Shareholders in achieving this goal and is sufficiently attractive to recruit, retain and motivate high performing individuals to assist the Corporation in achieving its goals.

Elements of Executive Compensation

The Corporation's current executive compensation program has two principal components: base salary and Options.

Base salaries for all employees of the Corporation are established for each position based on industry standards and performance based on expectations and goals. Both individual and corporate performances are also taken into account. Base salaries form an essential component of the Corporation's compensation mix as they are the first base measure to compare and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits. To ensure the Corporation attracts and retains qualified and experienced executives, adjustments are made to the base salaries of executive officers.

Options are granted to provide an incentive to the Participants to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. The Corporation awards Options to the Participants based upon the decision of the Board which decision is based upon the review of a proposal from the Chair of the Corporate Governance and Compensation Committee. Previous grants of Options are taken into account when considering new grants.

There are no perquisites, or deferred payments payable to Named Executive Officers, and the Corporation has no other awards, bonuses, or other compensation other than the base salaries and participation in the Stock Option Plan.

Compensation Philosophy

The Corporation's compensation philosophy is based upon the following principles and objectives:

1. attracting, motivating and retaining individuals with exceptional executive, technical, financial, and other relevant skills;

2. aligning the interests of the executive officers of the Corporation with the interests of the Corporation and its Shareholders; and
3. linking executive compensation to the performance of the Corporation and each particular officer of the Corporation.

Performance Criteria

The Corporation has not yet established a formal compensation program, however discussions are on-going in this regard. Until a formal compensation program is established, compensation of the executive officers is as determined by the Board at its discretion. The Corporation intends to implement a formalized compensation program that will seek to tie individual goals to the executive officer's area of primary responsibility. In the interim the criteria considered in determining performance vary in accordance with the position and responsibilities of the executive officer of the Corporation. While not solely based on any one item, key considerations in determining performance for executives of the Corporation include acquisition and management of mineral properties with geological merit as well as the operating performance of the Corporation, the guidance and strategic vision for growth and business goals of the Corporation, the performance of the Corporation's Common Shares and other organizational indicators, as well as individual achievements that demonstrate a contribution by the executive officers to the Corporation.

Consideration of Risks of Compensation Policies and Practices

In light of the Corporation's size and the balance between long-term objectives and short-term financial goals with respect to the Corporation's compensation program, the Board does not deem it necessary to consider at this time the implications of the risks associated with its compensation policies and practices.

Purchase of Financial Instruments

The Corporation does not currently have a policy that restricts Named Executive Officers or Directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or Director. However, to the knowledge of the Corporation as of the date of hereof, no Named Executive Officer or Director has participated in the purchase of such financial instruments.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended December 31	Salary (\$)	Share-based awards	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive plan compensation		Pension value	All other compensation (\$)	Total compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Craig Pearman ⁽¹⁾ President and Chief Executive Officer	2012	\$200,000	N/A	\$80,000	N/A	N/A	N/A	\$25,000 ⁽⁵⁾	\$305,000
	2011	\$16,666	N/A	N/A	N/A	N/A	N/A	N/A	\$16,666
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2009	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stephen Gledhill ⁽²⁾ Chief Financial Officer	2012	\$180,000	N/A	\$Nil	N/A	N/A	N/A	N/A	\$180,000
	2011	\$62,000	N/A	\$10,000	N/A	N/A	N/A	N/A	\$72,000
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2009	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dominique Fournier ⁽³⁾	2012	\$159,133	N/A	\$45,000	N/A	N/A	N/A	N/A	\$204,133
	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Name and Principal Position	Year Ended December 31	Salary (\$)	Share-based awards	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive plan compensation		Pension value	All other compensation (\$)	Total compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
	2009	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

⁽¹⁾ Notwithstanding Mr. Pearman's appointment as the President and Chief Executive Officer of the Corporation on October 26, 2011, Mr. Pearman only began his employment with the Corporation on December 1, 2011 and therefore received one month's salary from the Corporation in 2011.

⁽²⁾ Mr. Gledhill is not directly employed by the Corporation but acts as the CFO in connection with the agreement between RGMI (as defined below) and this amount represents the amount paid by the Corporation to RGMI for services provided pursuant to the agreement.

⁽³⁾ Mr. Fournier's appointment as Vice President, Exploration of the Corporation was effective on March 15, 2012.

⁽⁴⁾ Grant-date fair value as calculated using Black-Scholes option pricing model and representing amounts vested during the year.

⁽⁵⁾ Amount represents a bonus payment per Mr. Pearman's employment agreement.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

Set forth in the table below is a summary of all share-based and option-based awards held by each of the Named Executive Officers outstanding as of December 31, 2012.

Option-Based Awards					Share-Based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Craig Pearman	2,000,000	\$0.10	October 26, 2016	Nil	1,000,000	N/A
	500,000	\$0.10	August 29, 2017	Nil	N/A	N/A
Stephen Gledhill	200,000	\$0.10	November 16, 2016	Nil	N/A	N/A
Dominique Fournier	1,500,000	\$0.10	April 25, 2017	Nil	500,000	N/A
RGMI	100,000	\$0.10	November 16, 2016	Nil	N/A	N/A

INCENTIVE PLAN AWARDS – VALUE VESTED DURING THE YEAR

Set forth below is a summary of the value vested during the financial year of the Corporation ended December 31, 2012 in respect of all option-based and share-based awards and non-equity incentive plan compensation granted to the Named Executive Officers.

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Craig Pearman	\$63,800	N/A	N/A
Stephen Gledhill	N/A	N/A	N/A
Dominique Fournier	\$30,500	N/A	N/A
RGMI	N/A	N/A	N/A

For further details concerning the incentive plans of the Corporation, please see "Summary of Stock Option Plan" below.

EMPLOYMENT AGREEMENTS

All of the Named Executive Officers for the financial year ending December 31, 2012, except for Mr. Gledhill, have employment agreements with the Corporation that set salaries and addressed other matters such as long-term incentives, termination and change of control payments. The agreements also provide such Named Executive Officers with the right to various benefits that the Corporation makes available generally to the Corporation's senior executives. Ms. Gledhill provides his services to the Corporation in connection with agreements between the Corporation and other parties. The Board reviews the executive compensation on an annual basis (with an effective date of January 1 of each year). Below is a summary of the material terms of the employment agreements that were still in effect for the Named Executive Officers as of December 31, 2011 and that are currently employed with the Corporation.

Craig Pearman – President & Chief Executive Officer

The Corporation has entered into an employment contract on October 26, 2011 with Craig Pearman, President and Chief Executive Officer, which has an indefinite term. The agreement became effective on December 1, 2011. Mr. Pearman receives an annual base salary of \$200,000 and has an annual bonus target of 50% of his base salary. Mr. Pearman is also eligible to participate in the Corporation's Stock Option Plan.

Stephen Gledhill – Chief Financial Officer

The Corporation entered into an agreement on August 1, 2011, as amended on October 1, 2011, with RG Mining Investments ("RGMI"), through which Stephen Gledhill provides the services of the Chief Financial Officer to the Corporation. This agreement has a 12 month term that ended on September 30, 2012. The agreement was automatically renewed at that date and is further automatically renewed each September 30 and continued for successive 12 month periods, unless terminated upon 60 (sixty) days prior notice by either party. Mr. Gledhill is not compensated directly by the Corporation but through RGMI. Mr. Gledhill is also eligible to participate in the Stock Option Plan.

Dominique Fournier, Vice President, Exploration

The Corporation has entered into an employment contract on March 15, 2012 with Dominique Fourier, Vice President, Exploration, which has an indefinite term. The agreement became effective on March 15, 2012. Mr. Fourier receives an annual base salary of \$200,000 and has an annual bonus target of 30% of his base salary. Mr. Fournier is also eligible to participate in the Corporation's Stock Option Plan.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Craig Pearman's Employment Agreement

The employment agreement with Mr. Pearman provides for the following termination and change of control benefits.

If the Corporation terminates the executive's employment other than for cause Mr. Pearman is owed the sum of one month's base salary per completed year of service with a minimum of three months and a maximum of 18 months' notice or payment of salary in lieu thereof and a bonus for the year in which termination occurred by reference to the average annual bonus as set out in the employment agreement. Mr. Pearman is also entitled to continue to participate in the Corporation's benefit plans for 24 months or until alternative coverage is obtained. Mr. Pearman's Options will vest immediately and remain exercisable until the earlier of, the termination date of such Option, or the date which is 18 months from the date of such termination.

If there is a change of control of the Corporation and within 12 months' of such change of control Mr. Pearman elects to resign or is terminated, Mr. Pearman is entitled to 12 months base salary if the change of control occurs during his first year of employment and 24 months base salary if the change of control occurs anytime thereafter. He may continue to participate in the Corporation's benefit plans for 24 months or until alternative coverage is obtained. Mr. Pearman's Options will vest immediately and remain exercisable until the earlier of, the termination date of such Option, or the date which is 24 months from the date of such termination.

Dominique Fournier's Employment Agreement

The employment agreement with Mr. Fournier provides for the following termination and change of control benefits.

If the Corporation terminates the executive's employment other than for cause Mr. Fourier is owed the sum of four months base salary. In the event that the termination takes place after 12 months from the commencement of his employment, the notice or payment of salary in lieu of notice shall be increased from four months to six months.

If there is a change of control of the Corporation and within 12 months' of such change of control Mr. Fourier is terminated for any reason other than just cause or there is a Trigger Event and he elects to terminate his employment, he shall be entitled to a payment equal to four months of his salary.

RGMI's Agreement

The agreement with RGMI, through which Mr. Gledhill provides CFO services to the Corporation, does not provide for termination and change of control benefits upon termination without cause or in the event of a change of control.

Estimated Incremental Payment on Termination

There would have been no incremental payments from the Corporation to Messrs. Pearman or Gledhill or Fournier upon termination without cause in accordance with the above provisions, or upon termination without cause, assuming a triggering event occurs on December 31, 2012.

Estimated Incremental Payment on Change of Control

There would have been no incremental payments from the Corporation to Messrs. Pearman or Gledhill or Fournier upon termination in connection with a change of control in accordance with the above provisions, or upon termination without cause, assuming a triggering event occurs on December 31, 2012.

PENSION PLAN BENEFITS

No benefits were paid, and no benefits are proposed to be paid to any of the Named Executive Officers under any pension or retirement plan.

No deferred compensation plans were paid, and no benefits are proposed to be paid to any of the Named Executive Officers under a deferred compensation plan.

COMPENSATION OF DIRECTORS

Directors are reimbursed for all reasonable travel and other expenses incurred by them in the performance of their duties but do not receive an annual retainer. Directors are entitled to participate in the Stock Option Plan. There were no long-term incentive awards or pension plan benefits paid to the Directors during the fiscal year ended December 31, 2012.

Director Compensation

The following table provides a summary of all annual and long-term compensation for services rendered in all capacities to the Corporation for the fiscal year ended December 31, 2012, in respect of the individuals who were, during the fiscal year ended December 31, 2012, Directors other than the Named Executive Officers.

Name	Fees Earned	Share-based awards	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation	Pension value	All other compensation	Total (\$)
Ace Anan Ankomah	\$Nil	N/A	\$10,000	\$Nil	\$Nil	\$Nil	\$10,000
R. John Carruthers	\$Nil	N/A	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
James Garcelon	\$Nil	N/A	\$10,000	\$Nil	\$Nil	\$Nil	\$10,000
Mark Keatley	\$Nil	N/A	Nil	\$Nil	\$Nil	\$Nil	\$Nil
Ralph Lean ⁽²⁾	\$Nil	N/A	\$10,000	\$Nil	\$Nil	\$Nil	\$10,000
Craig Pearman ⁽³⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nick Tintor	\$Nil	N/A	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil

Notes:

⁽¹⁾ The value ascribed to option grants represents non-cash, grant-date fair value as estimated using the Black-Scholes Model as at the date of grant.

⁽²⁾ Not standing for re-election.

⁽³⁾ Mr. Pearman is the President and Chief Executive Officer and is a non-independent director. His compensation has been reported under the Named Executive Officers section of this Management Information Circular

Outstanding Share-Based Awards and Option-Based Awards

Set forth in the table below is a summary of all share-based and option-based awards held by each of the Directors other than the Named Executive Officers as of December 31, 2012.

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Ace Anan Ankomah	1,000,000	\$0.10	August 28, 2017	Nil	N/A	N/A
R. John Carruthers	50,000	\$0.40	February 2, 2014	Nil	N/A	N/A
	150,000	\$0.33	February 16, 2015	Nil	N/A	N/A
	175,000	\$0.25	December 23, 2015	Nil	N/A	N/A
	950,000	\$0.10	November 16, 2016	Nil	N/A	N/A
James Garcelon	1,000,000	\$0.10	August 28, 2017	Nil	N/A	N/A
Mark Keatley	50,000	\$0.40	February 2, 2014	Nil	N/A	N/A
	150,000	\$0.33	February 16, 2015	Nil	N/A	N/A
	175,000	\$0.25	December 23, 2015	Nil	N/A	N/A
	1,100,000	\$0.10	November 16, 2016	Nil	N/A	N/A
Ralph Lean	1,000,000	\$0.10	August 28, 2017	Nil	NA	N/A
Craig Pearman	2,000,000	\$0.10	October 26, 2016	Nil	1,000,000	N/A
	500,000	\$0.10	August 29, 2017	Nil	N/A	N/A
Nick Tintor	1,100,000	\$0.10	November 16, 2016	Nil	N/A	N/A

Notes:

⁽¹⁾ Based on the closing market price of \$0.01 of the Common Shares on December 31, 2012.

Incentive Plan Awards – Value Vested During the Year

Set forth below is a summary of the value vested during the financial year of the Corporation ended December 31, 2012 in respect of all option-based and share-based awards and non-equity incentive plan compensation granted to the Directors, other than the Named Executive Officers.

Name	Option-based awards – value vested during the year⁽¹⁾ (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Ace Anan Ankomah	\$10,000	N/A	N/A
R. John Carruthers	N/A	N/A	N/A
James Garcelon	\$10,000	N/A	N/A
Mark Keatley	N/A	N/A	N/A
Ralph Lean	\$10,000	N/A	N/A
Craig Pearman	\$10,000	N/A	N/A
Nick Tintor	N/A	N/A	N/A

Notes:

⁽¹⁾ Based on the closing market price of \$0.01 of the Common Shares on December 30, 2012.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Corporation as at December 31, 2012. As at December 31, 2012, the Stock Option Plan was the only equity compensation plan of the Corporation. See “Matters to Be Acted Upon - *Summary of Stock Option Plan*”.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Equity compensation plans approved by security holders	12,450,000	\$0.11	6,972,823 ⁽¹⁾
Total	12,450,000	\$0.11	6,972,823⁽¹⁾

Note:

⁽¹⁾ Calculated based upon 10% of the number of issued and outstanding Ordinary Shares as at December 31, 2012 (194,228,231 Common Shares), less the number of Options outstanding as at such date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or Officers were indebted to the Corporation as of December 31, 2012 or at any time during 2012.

CORPORATE GOVERNANCE PRACTICES

Corporate governance refers to the way the business and affairs of a reporting issuer are managed and relates to the activities of the Board, the members of whom are elected by and are accountable to the Shareholders. Corporate governance takes into account the role of the individual members of Management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision-making.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation has established its corporate governance practices. The Corporation’s “Statement of Corporate Governance Practices”, approved by the Directors, is attached to this Information Circular as Schedule “C”.

Board of Directors

The Board currently consists of seven members, as noted herein, five (5) of whom are independent pursuant to National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). Pursuant to NI 52-110, a director is independent if the director has no direct or indirect relationship with the issuer which could, in the view of the issuer’s Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. In assessing whether a Director is independent for these purposes, the circumstances of each Director have been examined in relation to a number of factors.

Three of the Directors serve as a director of another reporting issuer. Currently, the following Directors serve on the board of directors of other public companies as listed below.

Director	Public Company Board Membership
Nick Tintor	Caracara Silver Inc., Ferrum Americas Mining Inc., and Aura Silver.
James Garcelon	Telferscot Resources Inc., and Homeland Uranium Inc.
Craig Pearman	Savary Gold Corp.

Audit Committee

As a TSX-V listed Corporation, the Corporation is required to have an Audit Committee for the purpose of monitoring and enhancing the quality of the financial information disclosed by the Corporation. The Audit Committee’s charter (the “**Charter**”) is attached as Schedule “D” hereto.

Composition of Audit Committee

As at December 31, 2012, the Audit Committee was composed entirely of independent Directors who meet the independence requirement set out in National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). The Audit Committee members were James Garcelon, Mark Keatley, and R. John Carruthers. All current members of the Audit Committee are “financially literate” within the meaning given to such term in the Charter and NI 52-110, and have the ability to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements.

James Garcelon – Mr. Garcelon has over 20 years of experience in the financial services and resource industries. He is currently CEO of Telferscot Resources Inc., as well as a Principal with, and co-founder of, Grove Capital Group, a merchant banking group. Previously Mr. Garcelon held a number of senior

roles in the financial services industry including Managing Director, Institutional Research at HSBC Securities and Managing Director, Head of Institutional Sales at National Bank Financial. He is currently a director of Telferscot Resources Inc., and Homeland Uranium, and is a former Director and Audit Committee Chair for Southern Andes Energy Inc. Mr. Garcelon is a Chartered Financial Analyst and holds a Masters of Science in International Political Economy from the London School of Economics in addition to a HBA from the Richard Ivey School of Business.

Mark Keatley – Mr. Keatley serves as CFO for the Swiss-based pharmaceutical firm Actavis sarl, and is a former CFO of Ashanti Goldfields Company (now part of AngloGold Ashanti). Previous to that Mr. Keatley held senior positions in the IFC (World Bank) and has worked with Ford Motor Company (UK). He has been a Director since September 2005 and is a qualified accountant. Mr. Keatley brings international experience in the mining sector as well as strong financial expertise and a solid knowledge of the African countries in which Midlands operates.

R. John Carruthers – Mr. Carruthers is a retired senior executive, and an engineer by training. He has worked in the steel industry internationally with mid to large cap companies, and has strong operational and managerial expertise. Mr. Carruthers is one of the founding Directors of the Corporation and therefore has specific knowledge of the Corporation’s operations and financial history.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation’s external auditors not been adopted by the Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on exemptions in relation to “*De Minimus Non-Audit Services*” or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Corporation has not adopted any specific policies in relation to the engagement of non-audit services.

External Auditor Service Fees

- (a) *Audit Fees* - SLF billed the Corporation \$52,000 from January 1, 2012 to December 31, 2012 and \$60,000 from January 1, 2011 to December 31, 2011.
- (b) *Audit-Related Fees* - SLF did not bill the Corporation any amounts from January 1, 2012 to December 31, 2012 or January 1, 2011 to December 31, 2011, for assurance and related services that are reasonably related to the performance of the audits or reviewing the Corporation’s financial statements and are not included under “Audit Fees”.
- (c) *Tax Fees* - SLF did not bill the Corporation any amounts from January 1, 2012 to December 31, 2012 or January 1, 2011 to December 31, 2011, for services related to tax compliance, tax advice and tax planning.
- (d) *All Other Fees* - SLF billed the Corporation \$4,000 from January 1, 2012 to December 31, 2012, and no fees were billed for the period of January 1, 2011 to December 31, 2011, for services other than those reported above.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

Assessments

The Corporate Governance and Compensation Committee, together with the Board is responsible for ensuring that a process is in place for assessing the effectiveness of the Board and each of its committees, along with assessing the contribution of each individual Director at least on an annual basis.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Corporation, proposed Director, or any associate or affiliate of an informed person or proposed Director, has or had any material interest, direct or indirect, in any transaction since the commencement of 2012 or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information regarding the Corporation is provided in the Corporation's audited annual consolidated financial statements for the financial year ended December 31, 2012 and the accompanying management's discussion and analysis. Copies of the foregoing and the Annual Information Form of the Corporation for the financial year ended December 31, 2012 may be obtained on written request addressed to the CFO. Written requests for a copy of the above documents should be directed to Leslie Haddow, Corporate Secretary, at 120 Adelaide Street West, Suite 2400, Toronto, Ontario M5H 1T1.

Additional information concerning the Corporation is available online at www.sedar.com.

DIRECTORS' APPROVAL OF CIRCULAR

The contents and the sending of this Information Circular to the Shareholders have been approved by the Board.

DATED at Toronto, Ontario this 27th day of June, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Nick Tintor*"

Nick Tintor
Chairman

SCHEDULE A

A By-law to Amend By-law No. 1
Of
Midlands Minerals Corporation
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. The following section is added as a new section to Article Four of By-law No. 1:

Section 4.7(i) Directors Election and Removal

(a) Subject only to the Act, and for so long as the Corporation is an offering corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, as follows:

(i) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting;

(ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or

(iii) by any person (a "**Nominating Shareholder**")

(A) who, at the close of business of the date of the giving by a Nominating Shareholder of the notice provided for below in the Section 4.7 and at the close of business on the record date for notice of such meeting of shareholders, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provided evidence of such ownership that is reasonably satisfactory to the Corporation; and

(B) who complies with the notice procedures set forth in the section 4.7.

(b) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the Secretary of the Corporation at the registered office of the Corporation in accordance with section 4.7.

(c) To be timely, a Nominating Shareholders notice to the Secretary of the Corporation; must be made and be received:

(i) in the case of an annual meeting of shareholders (which includes an annual and special meeting), not less than thirty (30) days nor more sixty-five (65) days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may

be made not later than the close of business on the tenth (10th) date following the Notice Date; and

(ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the tenth (10th) day following the date on which the first public announcement of the date of the special meeting of shareholders was made.

Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirements in this subsection 4.7 (i).

The time periods for the giving of the Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders, or the reconvening of any adjourned or postponed meeting of shareholders, or the announcement thereof, commence a new time period for the giving of a Nominating Shareholder's notice as described above.

(d) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth:

(i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:

- (A) the name, age, business address and residence address of the person,
- (B) the present principal occupation of employment of the person and the principal occupation or employment within the five (5) years preceding the notice,
- (C) the citizenship of such person,
- (D) the class or series and number of shares in the capital of the Corporation which are directly or indirectly controlled or directed or which are owned beneficially or of record by the person as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of receipt by the Corporation of such notice, and
- (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that would reasonably be expected to be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee.

(ii) as to the Nominating Shareholder giving the notice, full particulars regarding any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

(e) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this section 4.7(i) and applicable laws; provided however, that nothing in this section 4.7(i) shall preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions of this section 4.7 and, if any nomination is not in compliance with such foregoing provisions, to declare that such nomination to be defective and that it shall be disregarded.

(f) For the purposes of this section 4.7(i):

(i) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

(ii) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory in Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada, and all applicable securities laws of the United States.

(g) Notwithstanding any other provisions of By-Law No. 1, notice given to the Secretary of the Corporation pursuant to this section 4.7(i) may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the registered office of the Corporation, sent by email (at the address as aforesaid and provided that receipt of confirmation of such email has been received) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or facsimile or electronic communication is made on a day which is not a business day or later than 5:00 pm (Toronto time) on a day which is a business day, then such delivery or facsimile transmission or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

SCHEDULE "B" SHARE PURCHASE AGREEMENT

The following is a description of the material terms and conditions of the Share Purchase Agreement. The full text of the Share Purchase Agreement is available under the Corporation's profile on SEDAR at www.sedar.com. Shareholders are encouraged to read the Share Purchase Agreement in its entirety. Terms not otherwise defined herein shall have the meaning ascribed thereto in the Share Purchase Agreement.

General

The Share Purchase Agreement between the Corporation, Sian and HCC (each a "**Party**") is dated June 19, 2013. HCC is a wholly-owned subsidiary of the Corporation and Sian is the Corporation's joint venture partner in the Sian Gold Project.

The Share Purchase Agreement provides for Sian to acquire the 130,000,000 shares (the "**Akroma Shares**") of Akroma held by HCC, which shares represent 65% of all issued and outstanding shares of Akroma, for the Purchase Price. The Purchase Price for the Akroma Shares is US\$3.4 million. Sian paid the Deposit (of US\$340,000) on May 21, 2013. The Deposit is non-refundable unless the TSX-V does not approve the Sian Transaction or the Sian Transaction Resolution (as defined below) is not approved at the Meeting. The balance of the Purchase Price was paid upon execution of the Share Purchase Agreement on June 19, 2013 by way of the Letter of Credit delivered by Sian to Midlands, which Midlands may draw down on after the Sian Transaction Resolution is approved at the Meeting. Upon receipt of the funds representing the Purchase Price (the "**Escrow Release Date**"), HCC will deliver the certificate representing the Akroma Shares to Sian and the Sian Transaction will be completed.

Representations and Warranties

The Share Purchase Agreement contains various representations and warranties of the Corporation and HCC to Sian, and of Sian to HCC. These representations and warranties relate to, amongst other things: organization and good standing, corporate authority, government consents and approvals, compliance with applicable law, shareholder rights and privileges, issued shares, share ownership, acts of bankruptcy, and absence of litigation.

In addition, the Share Purchase Agreement includes a survival clause that stipulates no investigations made by any Party at any time shall have the effect of waiving any representation or warranty made by any Party. As such, the representations and warranties contained in the Share Purchase Agreement will survive Closing for a period of two years (the "**Survival Period**"). Any claims for breach of representation or warranty within the Survival Period will survive the applicable Survival Period until the claim is resolved and obligations fully satisfied.

Covenants

From June 19, 2013 until the Escrow Release Date (the "**Interim Period**"), the Corporation and HCC jointly and severally covenant to, in the favour of Sian:

- (a) cause Akroma to carry on business in the ordinary course and not enter into any transaction or incur any obligation or liability out of such ordinary course of business; and
- (b) not permit Akroma to:
 - (i) merge into or with, or amalgamate or consolidate with, or enter into any other corporation reorganization with, any other corporation or person;

- (ii) declare, pay or make distributions by way of dividend, return of capital or otherwise to or for the benefit of its shareholder; or
- (iii) purchase, redeem or issue any of its shares or other securities convertible into shares or enter into any commitment or agreement therefor except pursuant to options or other rights outstanding as at June 19, 2013.

Mutual covenants of all the Parties during the Interim Period include:

- (a) use of all reasonable efforts to apply for and obtain all consents, orders and approvals necessary or desirable for the Sian Transaction; and
- (b) performance of the obligations required by them under the Share Purchase Agreement and any other such acts and things as may be necessary or required to give effect to the Share Purchase Agreement.

Indemnity

Each of the Corporation and HCC jointly and severally agrees to indemnify and save harmless Sian from losses actually incurred by Sian as a result of any breach or inaccuracy of representation or warranty by the Corporation or HCC in the Share Purchase Agreement.

Sian agrees to indemnify and save harmless each of the Corporation and HCC from losses actually incurred by the Corporation and HCC as a result of any breach or inaccuracy of representation or warranty by Sian in the Share Purchase Agreement.

Conditions to the Share Purchase Agreement

The obligations of the Corporation, HCC and Sian to complete the Sian Transaction provided for in the Share Purchase Agreement are subject to the fulfilment of certain mutual condition precedents, including:

- (a) all covenants, representations and warranties of the Corporation, HCC and Sian as contained in the Share Purchase Agreement must be true in all material respects on and as of the Escrow Release Date;
- (b) all actions, proceedings, instruments and documents required to carry out the Sian Transaction and all other related legal matter must be approved by each Party;
- (c) the Corporation, HCC, Akroma and Sian must have obtained all appropriate federal, state, local or other governmental or administrative bodies and other third persons all such approvals and consents as may be required in order to permit the completion of the Sian Transaction;
- (d) no order of any court or administrative agency must be in effect which restrains or prohibits the Sian Transaction;
- (e) no new law, statute, by-law, regulation, order, decree or other action must have been enacted or introduced whether federal, provincial, municipal, local or otherwise, which in the reasonable opinion of any Party materially impairs or may materially impair the ownership or operation of the Sian Gold Project; and
- (f) the Letter of Credit shall have been delivered to Midlands.

The obligations of Sian are subject to satisfaction of certain additional conditions in their favour:

- (a) the Corporation and HCC must have delivered to Sian evidence of all requisite Board of Director and shareholder approvals in connection with the Sian Transaction, as well as the execution and delivery of the Share Purchase Agreement;
- (b) the Corporation and HCC must have complied with all covenants and agreements; and
- (c) all of the directors and officers of Akroma must resign and provide releases to Akroma.

If any of the conditions precedent cannot be fulfilled at or before the Escrow Release Date to the satisfaction of any Party, the Share Purchase Agreement can be rescinded by notice to the Party failing to fulfil the condition and all Parties will be released from their obligations under the Share Purchase Agreement.

Termination

The Share Purchase Agreement can be terminated by written notice at any time:

- (a) by mutual written consent of the Parties;
- (b) by any of the Parties if Closing has not occurred on or before August 30, 2013 provided that the terminating Party has not wilfully been the cause of the delay;
- (c) by any of the Parties if a final and non-appealable order will have been entered in any action or proceeding before any Governmental Authority or agency which either prevents or makes illegal the consummation of the Sian Transaction; and
- (d) by the Corporation or HCC if the Corporation does not receive the requisite shareholder approval required pursuant to the rules, policies and regulations of the TSX-V for the Sian Transaction.

SCHEDULE “C”

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation was accepted as a Tier 2 Corporation by the TSX Venture Exchange and completed the listing of its shares on the TSX Venture Exchange on April 4, 2005.

The Board of Directors of the Corporation is made up of five (5) independent directors (Ace Anan Ankomah, John Carruthers, Mark Keatley, James Garcelon, and Ralph Lean). The Directors explicitly assume responsibility for the stewardship of the Corporation, and as part of the overall stewardship responsibility, should assume responsibility for the following matters:

1. Adoption of a strategic planning process;
2. The identification of the principal risks of the Corporation’s business and ensuring the implementation of appropriate systems to manage these risks;
3. Succession planning, including appointing, training and monitoring senior management;
4. A communications policy for the Corporation, and
5. The integrity of the Corporation’s internal control and management information systems.

Candidates of the Board will be recommended to the Board by the Chief Executive Officer and other members of the Board. The Board will then recommend the nominees to the shareholders for election at the annual meeting. In selecting nominees as new directors, the Board will assess the ability to contribute to the effective management of the Company, taking into account the needs of the Company and the individual’s background, experience, perspective, skills and knowledge that is appropriate and beneficial to the Company.

Management and Directors will provide an orientation process for new directors, this includes providing background materials on the Company and its business practices. Additional educational sessions for directors on matters relevant to the Company and its business will be given when required. Directors are also encouraged to take advantage of other available educational opportunities that would further their understanding of the Company’s business and enhance their performance on the Board.

The Chief Executive Officer will make recommendations to the full Board of Directors as to the form and amount of director compensation. The Company recognizes that it is important to set director compensation at an appropriate level so that no director’s independence will be affected. Directors’ compensation will be determined based on these principles as well as comparisons on compensation made by comparable companies to reflect appropriate compensation.

The Audit Committee oversees the establishment of appropriate controls and fraud prevention. It also oversees the disclosures of financial information and the code of ethics. The Corporation encourages ethical business.

In addition to the above statement of corporate governance, the Corporation has a Code of Conduct in place, governing the conduct of the business of the Corporation by the directors, employees, advisors and consultants, as well a Social Responsibility and Environmental Policy, copies of which are attached as Schedule E and F, respectively.

SCHEDULE "D"

AUDIT COMMITTEE CHARTER

Purpose

To assist the board of directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations, and the code of conduct.

Authority

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Pre-approve all auditing and non-audit services.
- Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- Seek any information it requires from employees - all of whom are directed to cooperate with the committee's requests or external parties.
- Meet with company officers, external auditors, or outside counsel, as necessary.

Composition

The audit committee will consist of at least three and no more than six members of the board of directors. The board or its nominating committee will appoint committee members and the committee chair.

Each committee member will be both independent and financially literate. At least one member shall be designated as the "financial expert," as defined by applicable legislation and regulation.

Meetings

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

Responsibilities

The committee will carry out the following responsibilities:

Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.

- Review with management and the external auditors the results of the audit, including any difficulties encountered.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing standards.
- Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
- Review interim financial reports with management and the external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.

Internal Control

- Consider the effectiveness of the Company's internal control system, including information technology security and control.
- Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit

- Review with management and the chief audit executive the charter, plans, activities, staffing, and organizational structure of the internal audit function.
- Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive.
- Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *Standards for the Professional Practice of Internal Auditing*.
- On a regular basis, meet separately with the chief audit executive to discuss any matters that the committee or internal audit believes should be discussed privately.

External Audit

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
- Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
- Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the Company, including non-audit services, and discussing the relationships with the auditors.
- On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Review the process for communicating the Code of Conduct to company personnel, and for monitoring compliance therewith.
- Obtain regular updates from management and company legal counsel regarding compliance matters.

Reporting Responsibilities

- Regularly report to the board of directors about committee activities, issues, and related recommendations.
- Provide an open avenue of communication between internal audit, the external auditors, and the board of directors.
- Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
- Review any other reports the company issues that relate to committee responsibilities.

Other Responsibilities

- Perform other activities related to this charter as requested by the board of directors.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the committee's and individual members' performance on a regular basis.

**SCHEDULE “E”
MIDLANDS MINERALS CORPORATION
CODE OF CONDUCT**

Introduction Policy

Midlands Minerals Corporation (the “**Corporation**”) is committed to fair dealing and integrity in the conduct of its business. This commitment is based on a fundamental belief that business should be conducted honestly, fairly and in compliance with both the spirit and the letter of applicable laws. The Corporation expects all its Advisors, members of its Board of Directors, and all its Employees to share its commitment to high standards.

This Policy outlines the Corporation’s Code of Business conduct (the “**Code**”) which applies to all Employees, Advisors, and members of the Board of Directors. For purposes of this Code, “Employee” means any person holding a full-time, part-time or contracted salaried or paid position with the Corporation, or a person who is receiving other forms of compensation for time and or services.

The Code is in place to ensure that everyone at the Corporation is working with the sole purpose of doing what is best for our shareholders with no real or perceived conflict of interest. In the exploration and development business, there are no higher ethical values than truth, honesty and professionalism.

This Code also covers all matters related to any potential conflict that could result from knowledge of insider information and the confidentiality that is implicit within the release of insider information other than through recognized public vehicles for disseminating information to the public. The Code also implies a “blackout” period with respect to the buying and selling of shares where insider information is a factor. The Code also covers the obligation that each employee, advisor or member of the board has to report any business practice or behaviour that is unbecoming of Midlands Minerals Corporation.

Our reputation is our most important asset and it has taken many years to build that. As such, we cannot allow our reputation and hence the livelihood of everyone working at the Corporation to be put at risk by actions of any one individual. The Code is designed to inform you about the Corporation’s principles and values and what the Corporation considers appropriate business practice and behaviour.

Compliance with this Code by Advisors, members of the Board of Directors, Officers and all Employees of the Corporation is mandatory and is one of the conditions of employment, association and membership to the Corporations’ s Board of Directors.

Understanding the Code

Each person should apply the Code using common sense and with the intention of complying fully with both the written words and the spirit underlying those word.

If a person is in doubt about the application of the Code, the person should discuss the matter with the Chief Executive Officer or with the Chief Financial Officer in a timely manner.

Monitoring Procedures

If a person becomes aware of, or suspects, a contravention of the Code, the person must promptly and confidentially advise the Corporation. The matter will be investigated and dealt with.

Each year, every Employee and members of the Board of Directors will be asked to review the Code and will be reminded of their responsibility to advise the Company if they are not in compliance with the Code or if they are aware of any contravention of the Code.

SCHEDULE “F”
STATEMENT OF SOCIAL RESPONSIBILITY & ENVIRONMENTAL POLICY

Midlands Minerals Corporation is a junior gold and diamond exploration company, and its exploration objective is the discovery and development of mineral resources that can be mined profitably. The Corporation works to minimize the social and environmental impact in all its exploration activities, and puts the health and safety of its employees first and foremost.

Currently, Midlands Minerals operates in Ghana and Tanzania. The Corporation and its employees interact well and effectively with the host and local communities to ensure that its exploration activities do not compromise the values of the local communities.

The Company is committed to its policy on the Environment, Health and Safety (“EHS”) issues and it undertakes to:

- Comply with EHS regulatory requirements in Canada and in the countries in which the Corporation operates;
- Provide information on EHS to locally hired personnel;
- Develop and use EHS practices that are efficient and apply these in all the Corporation’s exploration activities;
- Require contractors and consultants to comply with applicable legislation and local regulatory requirements;
- Reclaim exploration and mining sites in compliance with applicable regulations and site specific requirements in the countries in which the Corporation is operating.

The Corporation’s aim is to minimize inevitable environment impacts associated with daily operations and regularly reviews its environment policies and business practices to ensure any impact to the environment is minimized and improvements are made.

The Corporation actively seeks opportunities to minimize consumption of energy and strongly encourage reducing resources used and recycling of recyclable resources.

Such EHS practices will be reviewed from time to time to take into account legal, technical, and economic developments.