

**MIDLANDS MINERALS CORPORATION**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**MIDLANDS MINERALS CORPORATION**, 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario,  
M2K 1E3

**Item 2. Date of Material Change**

February 7, 2011.

**Item 3. News Release**

The Press Release was sent on February 7, 2011 via Marketwire — Toronto, Ontario.

**Item 4. Summary of Material Change**

For further information, attached hereto is a copy of the Press Release.

**Item 5. Full Description of Material Change**

For further information, attached hereto is a copy of the Press Release.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Kim F. Harris, President and CEO, (416) 492-6992

**Item 9. Date of Report**

February 7, 2011



**TSX-V: MEX**  
**OTCQX: MDLXF**

**FEBRUARY 7<sup>TH</sup>, 2011**

## **MIDLANDS MINERALS NOW TRADING ON OTCQX**

TORONTO, CANADA: Monday, February 7<sup>th</sup>, 2011: Midlands Minerals Corporation (“Midlands” or the “Company”) is pleased to announce that today the Company began trading on the OTCQX International, the premier tier of the U.S. OTC market under the ticker symbol MDLXF.

“We look forward to the prospects offered by trading on both the TSX Venture Exchange and the OTCQX, the opportunity to increase our presence and visibility in the U.S. market, and to the opportunity to tell our story to a much broader audience,” said Kim Harris, President and Chief Executive Officer.

Midlands retained financial services firm Merriman Capital, Inc. to pursue a listing on the OTCQX, a premium market tier known within the industry for maintaining strict standards for growth-oriented companies.

“This is a great and exciting opportunity which opens the door to the world’s largest market and increases Midlands’ profile in the United States. Trading on OTCQX allows Midlands to connect with existing U.S. shareholders, and new investors, by allowing them easier access to the Midlands story”.

### **ABOUT OTCQX**

The OTCQX marketplace is the premier tier of the U.S. OTC market. Investor-focused companies use the quality-controlled OTCQX platform to offer investors transparent trading, superior information, and easy access through their regulated U.S. broker-dealers. The innovative OTCQX platform offers companies and their shareholders a level of marketplace services formerly available only on a U.S. stock exchange. For more information and to view a full list of OTCQX companies, visit [www.otcqx.com](http://www.otcqx.com).

### **ABOUT MIDLANDS MINERALS**

Midlands is a growth oriented and value based gold exploration company operating in Ghana and Tanzania, two stable countries with a history of gold mining. Midlands’ top priority project is the fully permitted Sian gold project in Ghana. The Sian property contains Esaase and Ampeha, two previously producing open pit mines with a resource with significant growth potential. Midlands’ contiguous Kwahu Praso project, which was once part of Sian, contains extensions of the Esaase and Ampeha trends. Sian and Praso are just 30 kilometres northeast of Newmont Mining’s +8.7 million-ounce Akyem gold

deposit.

Midlands' second priority project in Ghana is the highly prospective Kaniago gold project, which is located on the Asankrangwa Gold Belt and is contiguous to two past open pit gold producers – Abore to the north and Obotan to the south.

Midlands also holds highly prospective licences for gold and diamonds in the Lake Victoria Goldfields in Tanzania, including its advanced Itilima Gold Project, which lies within the Geita-Bulyanhulu-Sekenke Trend, which is host to over 40 million ounces in gold reserves, and has now added to its Tanzania portfolio with the acquisition of over 600 square kilometres of ground in the New Kilindi-Handeni area.

The Company has a highly qualified management and technical team with broad African experience and extensive experience in the countries in which the Company operates. For more information on the Company, please visit Midlands' website at [www.midlandsminerals.com](http://www.midlandsminerals.com).

Kim Harris  
President and Chief Executive Officer

**For further information, please contact:**

Kim Harris, President and CEO 6882 1210 Sheppard Avenue East, Suite 302 6992 Toronto, Canada M2K 1E3 E-Mail: <a href="mailto:info@midlandsminerals.com">info@midlandsminerals.com</a> <a href="http://www.midlandsminerals.com">www.midlandsminerals.com</a>	CEO Direct Line: + 1 416 447 Tel: + 1 416 492 Fax: + 1 416 492 6993 Website:
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The TSX Venture Exchange and the OTCQX have not reviewed this news release and do not accept responsibility for the adequacy or accuracy of the content of this news release.

*Certain statements contained in this news release constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from actual results and achievements expressed or implied by such forward-looking statements. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions, which may prove to be incorrect.*

*The Company adds a cautionary statement to the effect that the potential quantity and grades that may be referred to in this press release are conceptual in nature. There has been sufficient exploration to evaluate a mineral resource. However, the Company is uncertain if further exploration will result in a mineral reserve. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are also advised to consider such forward-looking statements while considering the risks inherent in the business of mineral exploration. For more information, investors should review the Company's filings that are available at [www.sedar.com](http://www.sedar.com).*