

**MIDLANDS MINERALS CORPORATION
INVITATION TO SHAREHOLDERS**

Dear Shareholder:

On behalf of the board of directors, management and employees, we invite you to attend Midlands Minerals Corporation's Annual and Special Meeting of Shareholders on June 28, 2011 (the "**Meeting**").

Your vote is important regardless of the number of Common Shares you own. Whether or not you are able to attend, if you are a Registered Shareholder, we urge you to complete the enclosed Management Proxy and return it in the prepaid envelope or using any one of the methods described on the Management Proxy by no later than 11:00 am (Eastern Daylight Time) on Friday, June 24, 2011.

Voting by proxy will not prevent you from voting in person if you attend the Meeting but will ensure that your vote will be counted if you are unable to attend. If you hold your Common Shares through a broker or an intermediary, we urge you to complete the applicable Management voting instruction form or provide your voting instructions by other acceptable methods.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT OUR PROXY SOLICITATION AGENT:

KINGSDALE SHAREHOLDER SERVICES INC.:

TOLL FREE IN NORTH AMERICA: 1-888-518-6796

Banks, Brokers and collect calls: + 1-416-867-2272

Toll free Facsimile: 1-866-545-5580

E-mail: contactus@kingsdaleshareholder.com

The items of business to be considered at this Meeting are described in the Notice of Annual and Special Meeting, and Management Information Circular.

We look forward to seeing you at the Meeting.

Sincerely,

(Signed)

Kim F. Harris
President, Chief Executive Officer and a Director