

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

Midlands Minerals Corporation (the “**Corporation**”) will hold its Annual and Special Meeting of Shareholders (the “**Meeting**”) at Toronto Board of Trade – Downtown Centre, 1 First Canadian Place, Suite 350, Toronto, Ontario, Canada, on Tuesday, June 28th, 2011, at 11:00 am (Eastern Daylight Time) for the following purposes:

1. To receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2010, and the Auditor’s Report on those statements;
2. To consider, and if deemed advisable, to pass, without variation, a resolution electing the directors for the ensuing year;
3. To appoint the auditors of the Corporation and authorize the directors to fix the auditor’s remuneration;
4. To consider, and if deemed advisable, to pass, without variation, a resolution approving the Corporation’s stock option plan; and
5. 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 Thursday, May 12, 2011, 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 May 19, 2011 (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, 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario, Canada, M2K 1E3, or will be sent to a shareholder without charge upon request by calling + 1-416-492-6992.

**DATED** the 19<sup>th</sup> day of May, 2011.

By Order of the Board of Directors

*(Signed)*

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