MIDLANDS MINERALS CORPORATION 1210 SHEPPARD AVENUE EAST, SUITE 302 TORONTO, ONTARIO, CANADA M2K 1E3

PROXY FORM

and Sp or faili proxy, Meetin Centre the mo and wi	cy, SOLICITED BY Toecial Meeting of Shareing him, Kim F. Harrie with power of substituting of Shareholders of to, 1 First Canadian Place orning (Eastern Daylight thout limiting the generally directed to vote as	eholos or tion, the Co to Su to Tinal	instead to a Corpe ite 3 ne), athor	to be held on Tuesdead of any of them, ttend and vote for the pration to be held a 50, Toronto, Ontario on Tuesday, June 28	te undersigned at the transfer of the control of th	he Annual and Speci of Trade – Downtow our of 11:00 o'clock adjournments thereo	s, as al vn in
1.	FOR WITHHOLD	()	Elect the Directors	of the Corporation		
2.	FOR WITHHOLD	()	Appoint Schwartz l	ppoint Schwartz Levitsky Feldman LLP as the auditors		
3.	FOR AGAINST	()	Ratifying the Stock	Option Plan of the	Corporation	
4.				Any other matters a Annual and Special thereof.			
				TO BE VALID, THIS PROXY MUST BE RECEIVED BY EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, CANADA M5H 4H1, NOT LATER THAN 11:00 AM, EASTERN DAYLIGHT (TORONTO) TIME ON JUNE 24 th , 2011			ERSITY ANADA,
				This proxy revokes a	nd supersedes all pro	xies of earlier date.	
				THIS PROXY MUS	T BE DATED.		
				DATED this	day of	, 2011.	
				Name of Shareholder	(Please Print)		
				Signature of Shareho	lder	_	
				Number of Shares He	eld		

NOTES

- 1. The shares represented by this proxy instrument will be voted. The proxy confers the authority for the above named to vote in his discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy instrument or other matters which may properly come before the meeting.
- 2. Each shareholder has the right to appoint a person to represent him or her at the meeting other than the persons specified above. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
- 3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed under its corporate seal by an officer or attorney thereof duly authorized.
- 4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
- 5. If the shareholder appoints the persons designated above as his proxy to attend and act at the said meeting:
- (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for.
- (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and

IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED IN ITEMS NO. 1 TO 4 ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.