

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

**DISSIDENT PROXY FORM**

**DISSIDENT PROXY, SOLICITED BY THE CONCERNED SHAREHOLDERS OF THE CORPORATION, for an Annual and Special Meeting of Shareholders to be held on Tuesday, June 28, 2011. Anthony Wonnacott, or failing him, John Vettese or instead of any of them, \_\_\_\_\_ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual and Special Meeting of Shareholders of the Corporation to be held at Toronto Board of Trade – Downtown Centre, 1 First Canadian Place, Suite 350, Toronto, Ontario, Canada, at the hour of 11:00 o'clock in the morning (Eastern Daylight Time), on Tuesday, June 28, 2011, and at any adjournments thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:**

**THE CONCERNED SHAREHOLDERS RECOMMEND THAT SHAREHOLDERS VOTE FOR EACH OF THE ITEMS BELOW:**

- |    |          |     |                                                                                                                                                          |
|----|----------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | FOR      | ( ) | Elect the Directors of the Corporation<br><b>(being, Mike Berry, Mark J. Morabito, Nicholas Tinto, Alain Vachon, John Vettese and Anthony Wonnacott)</b> |
|    | WITHHOLD | ( ) |                                                                                                                                                          |
| 2. | FOR      | ( ) | Appoint Schwartz Levitsky Feldman LLP as the auditors                                                                                                    |
|    | WITHHOLD | ( ) |                                                                                                                                                          |
| 3. | FOR      | ( ) | Ratifying the Stock Option Plan of the Corporation                                                                                                       |
|    | AGAINST  | ( ) |                                                                                                                                                          |
| 4. |          |     | Any other matters as may properly come before the Annual and Special Meeting or any adjournments thereof.                                                |

**TO BE VALID, THIS DISSIDENT PROXY MUST BE RECEIVED BY EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, CANADA, M5H 4H1, OR BY FAX TO 416-361-0470 NOT LATER THAN 10:00 AM, EASTERN DAYLIGHT (TORONTO) TIME ON JUNE 23<sup>rd</sup>, 2011**

This DISSIDENT proxy revokes and supersedes all proxies of earlier date.

**THIS DISSIDENT PROXY MUST BE DATED.**

**DATED** this                      day of                      , 2011.

Name of Shareholder (Please Print)

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Number of Shares Held

NOTES

1. **THIS DISSIDENT PROXY IS SOLICITED BY OR ON BEHALF OF THE CONCERNED SHAREHOLDERS OF MIDLAND MINERALS CORPORATION (THE "CORPORATION").** See the DISSIDENT Circular dated June 20, 2011 for more detailed information.
2. The shares represented by this proxy instrument will be voted. The DISSIDENT 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 Dissident Circular accompanying the DISSIDENT proxy instrument or other matters which may properly come before the meeting.
3. 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.
4. Please sign exactly as your name appears on the back of the DISSIDENT proxy and date the DISSIDENT proxy. If the shareholder is a corporation, the DISSIDENT proxy must be executed under its corporate seal by an officer or attorney thereof duly authorized.
5. If the form of DISSIDENT proxy is not dated in the space provided, it is deemed to bear the date on which it is delivered to the transfer agent.
6. 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 DISSIDENT PROXY WILL BE VOTED FOR SUCH MATTERS.

YOU SHOULD COMPLETE THIS DISSIDENT PROXY EVEN IF YOU HAVE ALREADY COMPLETED THE CORPORATION'S PROXY.