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June 23, 2011

**MIDLANDS ALERTS SHAREHOLDERS TO DISSIDENTS' CIRCULAR:
ZERO-PREMIUM TAKE OVER IS OPPORTUNISTIC, SELF-SERVING AND NOT
IN SHAREHOLDERS BEST INTEREST**

TORONTO, CANADA: **Thursday, June 23rd 2011**: Midlands Minerals Corporation (“Midlands” or the “Company”) announces today that its board of directors (the “**Board**”) reaffirms its recommendation that shareholders vote **FOR** the Management board nominees, Kim F. Harris, Mark B. Keatley, R. John Carruthers, Edward A. Harris, Karl Schmed and David Groves at the upcoming Annual and Special Meeting of Shareholders to be held on June 28, 2011.

Just days before the meeting of shareholders, a dissident shareholder, Bayfront Capital Partners Ltd. (“**Bayfront**” or the “**Dissidents**”), issued a Dissident Circular seeking control of Midlands without paying shareholders a premium for their shares. The Board considered the Dissident Circular and after careful deliberation have determined that the Dissident Circular is vague and based upon false allegations and misleading information.

THE DISSIDENT ATTACK ON MIDLANDS IS NOTHING SHORT OF AN AMBUSH, DESIGNED TO SEIZE CONTROL OF OUR COMPANY WITHOUT ALLOWING SHAREHOLDERS THE TIME REQUIRED TO PROPERLY CONSIDER THEIR OPTIONS.

Zero-Premium Takeover Bid: By leveraging their small shareholding in Midlands to seize control of the Board, the Dissidents are attempting to seize control of Midlands and its assets *without* paying shareholders a premium for their shares.

Who are the Dissidents? Bayfront is an investment banking firm with no apparent operational experience in the mining business, nor do the Dissidents or their nominees have any apparent relevant experience in mining exploration or operations in Ghana. Indeed, two of Bayfront’s director nominees are from the legal profession, while a third is an investment banker from Bayfront. The Dissident Circular does not disclose whose interests Bayfront is representing beyond its own small shareholdings. Two of the Dissident nominees Anthony Wonnacott and Mark J. Morabito are listed by merchant bank Forbes & Manhattan Inc. as members of their “Investment and Transaction Team”. This is a troubling development for Midlands shareholders since Forbes and Manhattan was recently part of another Dissident group attempting to seize control of a junior mining company. *Shareholders have a right to know who is pulling the strings.*

A Hidden Agenda? Bayfront offers no plan to shareholders, only a hand-picked slate of nominees who will no doubt carry out Bayfront’s so far undisclosed plans for Midlands. Unfortunately for Midlands’ shareholders, *the one thing we do know is Bayfront insists that Midlands has to raise capital – further diluting shareholders.* Your current Board is committed

to exploring all options for funding our development, including joint venture partners, strategic investments and capital raising – if absolutely necessary.

An Ambush: Shareholders are right to ask why the Dissidents waited so long to file their circular. Just days before our meeting of shareholders, the Dissidents are hoping to catch shareholders off-guard with this surprise attack. In providing little time for shareholders to vote their proxies for management in what was to be a routine meeting of shareholders, *the Dissidents no doubt hope to disenfranchise shareholders.*

The Dissidents Want You to Pay for their Proxy Contest: The Dissidents make it clear in their circular, in bold print no less, that if they take control of YOUR company’s board they will seek to have all of THEIR costs associated with this action reimbursed by Midlands – including additional *unspecified costs*, legal fees and disbursements. *Who is profiting from this unnecessary proxy contest?*

<p>A NUMBER OF STATEMENTS MADE IN THE DISSIDENT PROXY CIRCULAR ARE MATERIALLY INCORRECT AND AT BEST ARE TAKEN OUT OF CONTEXT.</p>
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Financial Management: The Dissidents have misrepresented the amount spent by the Corporation on corporate overhead, for example the Dissidents claim that the Company spent \$1.4 million on management fees in 2010. The facts, as disclosed in the Company’s audited financial statements for the year ended 2010 clearly state that cash compensation for management was \$253,728.

The Spending of the Company or Burn Rate: The Company is spending approximately \$145,000 per month when it is not drilling, not \$400,000 per month as the Dissidents allege. When we are actively drilling, we average approximately \$400,000 per month.

Your Aligned Board Continues to Work for You: Excluding the President & CEO, Kim Harris, each of the current directors and Management nominees are independent. The Board is fully representative of shareholders’ interests. In addition to the holdings of the other directors, *Ms. Harris holds over 6.5 million shares of Midlands and Edward Harris, Vice Chair and Director, holds almost 4 million shares.* This clear alignment with shareholders interests shows how dedicated the Board is to the Company and how clearly they have an interest in maximizing shareholder value.

Well Seasoned Team with Country Experience: Midlands’ ability to achieve success in its competitive market requires focus, attention to detail and the support and guidance of an expert Board of Directors that understands the business and is up to speed on the intricacies involved in executing the Board’s strategy. Midlands’ current Board is comprised of qualified and dedicated directors, who understand both the industry and the Company.

The Company continues to search for additional talent to add value for the shareholders through involvement of senior and experienced persons on the Board and management and sees this managed approach as the effective way to grow the Company as we move forward.

Good things take time and hard work. Your Board represents the interests of **ALL** shareholders.

The Board of Directors has been very clear and open about their strategies to maximize shareholder value. They have focused their efforts on exploration and putting money into the ground, as evidenced by the increase in the indicated gold ounces on the Sian property in Ghana

over the last few years. Further drilling focused on further increasing the value of the Sian and Praso gold projects in Ghana is now underway.

We urge shareholders to express their support for the Board by voting their Management proxy before the 11:00 a.m. June 24, 2011 proxy deadline. If you require assistance in voting your proxy, contact Kingsdale Shareholder Services Inc. toll free at 1-888-518-6796 or e-mail: contactus@kingsdaleshareholder.com

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 Management Proxy previously sent by the Company 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 (EDT) on Friday, June 24, 2011.**

Voting by proxy will not prevent you from voting in person if you attend the meeting to be held on June 28, 2011 at 11:00 a.m. 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.

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 the New Kilindi-Handeni prospecting licences.

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.

On behalf of the Board

Kim Harris
President and Chief Executive Officer

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The TSX Venture Exchange and OTCQX have not reviewed 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.