

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Midlands Minerals Corporation
1210 Sheppard Avenue East, Suite 302
North York, ON M2K 1E3
416 492-6992

Item 2 Date of Material Change

June 30, 2011

Item 3 News Release

A news release was disseminated through the facilities of Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Midlands Minerals Corporation (“Midlands” or the “Company”) announced that it had reached an agreement with Bayfront Capital Partners Ltd. (“Bayfront”) to end an ongoing proxy contest.

Item 5 Full Description of Material Change

Midlands announced that it had reached an agreement with Bayfront to end an ongoing proxy contest.

In accordance with the agreement, the slate of nominees proposed by the Company in its Management Information Circular dated May 19, 2011 and Bayfront in its dissident circular dated June 20, 2011 did not stand for election at the annual and special meeting of shareholders of the Company held today. Instead, six nominees comprised of four nominees of Bayfront and two nominees of Midlands were proposed for election at this afternoon’s meeting, and the following were elected as directors of the Company: R. John Carruthers and Mark B. Keatley, who were among the slate of nominees proposed by management and continuing directors, and John Vettese, Mark J. Morabito, Nicholas Tintor and Anthony Wonnacott, who are the nominees of Bayfront.

Although Midlands’ President and Chief Executive Officer, Kim F. Harris, was not re-elected as a director of Midlands and resigned as an officer of Midlands as of today, she has entered into a consulting agreement with Midlands pursuant to which she will provide assistance to the Company with respect to government relations, relationships with Midlands’ joint venture partners and in connection with the transition of the board of directors.

The new board of directors would like to thank Ms. Harris for her numerous years of service in founding and guiding the Company through its formative years and look forward to working with her during this transition period and to her continuing involvement with the Company in her new capacity.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Chalmers, Consultant, (647) 402-7552.

Item 9 Date of Report

July 8, 2011