



TSX-V: MEX

OTCQX: MDLXF

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Midlands Minerals Announces Private Placement Offering

Management and Board Changes Designed to Enhance Midland's Strategic Position in Ghana's Gold Sector

TORONTO , ONTARIO, July 28, 2011 – Midlands Minerals Corporation (“Midlands” or the “Company” TSXV-MEX; OTCQX-MDLXF) is pleased to announce that it is offering up to 37,500,000 units (the “Units”) priced at \$0.08 per Unit with each Unit consisting of one common share of the Company (the “Common Share”) and one common share purchase warrant (the “Warrant”) for gross proceeds of up to \$3 million with an Agent’s option to increase the offering for an additional \$2 million (the “Offering”). Each warrant will entitle the holder to acquire one Common Share at a price of \$0.10 for a period of 24 months after the closing date.

Bayfront Capital Partners Ltd. has agreed to act as agent for and on behalf of the Company and in syndication with Delano Capital Corp. (“Bayfront” or the “Agent”) on a best efforts basis with respect to the Offering, pursuant to which they will receive an aggregate cash commission of 8% of the gross proceeds raised in the Offering as well as such number of broker units (the “Broker Units”) as is equal to 8% of the total number of Units sold in the Offering. Each Broker Unit shall be exercisable to acquire one Unit at a price of \$0.10 per Unit for a period of 24 months from the closing date.

Midland’s expects closing of the transaction to take place on or about August 25, 2011.

Any securities to be issued by Midlands pursuant to the Offering will be subject to a hold period of four months and one day from the closing date in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws, and such other further restrictions as may apply under foreign securities laws.

The proceeds of the Offering will be used to finance the next phase of Midlands’ ongoing mineral exploration programs at the Company’s Sian and Kaniago gold projects located in Ghana and for general corporate purposes.

Board and Management Changes

Nick Tintor has been appointed Chairman of the Board of Directors of the Company (the "Board"). As previously announced on June 30, 2011, Mr. Tintor is joined on the Board by Tony Wonnacott, Mark Morabito and John Vettese. Mark Keatley and John Carruthers were previously on the Board and continue to serve on the current Board.

Bayfront has also been engaged by the Board to provide interim management services to the Company until that time as a new Chief Executive Officer is appointed by the Board. The Bayfront engagement is for a renewable term of three months at a monthly rate of \$25,000. This fee may be paid in shares of the Company.

"We believe the combination of new leadership and the new financing will help in unlocking the significant value we see in Midland's gold projects in Ghana and Tanzania," Rob Chalmers, President of Bayfront Capital.

CEO Search

The Company has initiated a search for a new Chief Executive Officer and has engaged Channel Limited, an executive search and advisory firm with particular expertise and relationships in the Ghanaian mining industry.

Project Updates

Under the guidance of new management, Midlands' goal is to develop an economic gold resource as cost effectively as possible. The proceeds of the Offering will be used to finance the next phase of activity of the mineral exploration programs described below.

Kaniago, Ghana

Midlands is currently drilling at the Kaniago Project in Ghana, West Africa. This program began in late June 2011 and is targeting three of the eight anomalous zones in the area along the Asankrangwa Belt.

The program's objective is to test two anomalies striking for 500 metres to 600 metres. To date, a total of 4,673 metres of the planned 7,650 metre program has been completed. Midlands is awaiting assay results.

Following completion of this drilling program, Midlands plans on implementing a 2,000 metre trenching program and intends to complete a further 5,000 metres of drilling within another 6 month period.

Sian/Praso, Ghana

Midlands intends to continue exploring the Sian/Praso Project, which is 65% owned by Midlands and 35% owned by Ghanaian partners, located in the northeast end of the Ashanti Belt of Ghana. This project has a non-NI 43-101 resource estimate of 600,000 oz at two grams per ton. Over the next six months, Midlands plans to conduct a 2,000 metre trenching program and an infill soil geochemical survey. The soil geochemical survey and

trenching are required to better understand and define drill targets on the multiple anomalies that exist on this property.

This is planned to be followed by a second 2,000 metre trenching program, a 5,000 metre drilling program and a 5,000 metre Diamond Drilling program in the subsequent six months. This initial exploration is intended to prioritize the 18 identified anomalous zones, as defined by geochemical soils surveys and geophysical surveys.

Tanzania

Midlands holds 11 properties for exploration in Tanzania, East Africa. These projects are within the Geita-Bulyanhulu-Itilima-Sekenke Trend as well as the Kilindi-Handeni Trend and soil geochemical surveys and trenching are required to understand the geological trends on the Itilima project in particular.

The Company plans on commencing a trenching and drilling program on two of the 11 properties, focusing mainly on Itilima. In addition, a soil sampling survey is intended for the New Kilindi – Tamota project area.

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.

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.

Elizabeth Vida, P. Eng. a qualified person as defined by National Instrument 43-101, is responsible for the technical information contained in this release.

For more information on the Company, please visit Midlands' website at www.midlandsminerals.com.

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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.