

**MIDLANDS MINERALS CORPORATION**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that Midlands Minerals Corporation (the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Thursday, October 30, 2014, at 10:00 am (Eastern Daylight Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2013, and the auditor’s report on those statements;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
4. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the Corporation’s stock option plan;
5. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the Corporation’s shareholder rights plan; and
6. to transact any other business properly brought before the Meeting.

Holders of common shares are invited to attend the Meeting. Shareholders of record as at the close of business on Thursday September 25, 2014, will be entitled to notice of and to vote at the Meeting.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying management information circular of the Corporation dated September 25, 2014 (the “**Information Circular**”).

Copies of: (a) this notice of annual and special meeting of shareholders; (b) the Information Circular; and (c) a management form of proxy and instructions in relation thereto (the “**Management Proxy**”) may be obtained at the following office: Midlands Minerals Corporation, 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, or will be sent to a shareholder without charge upon request by calling 416.637.3523.

**DATED** the 25th day of September, 2014.

By Order of the Board of Directors

*(Signed)* “*Craig Pearman*”

President & CEO