

**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 (the “**Meeting**”) of shareholders (the “**Shareholders**”) at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Thursday, July 9, 2015, 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, 2014, and the auditor’s report on those statements;
2. to consider and, if deemed appropriate, approve (with or without variation) a special resolution to increase the number of directors on the board from five (5) to six (6) members;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed appropriate, approve (with or without variation) a special resolution authorizing the board of directors of the Corporation to determine the number of directors of the Corporation within the minimum and maximum numbers set forth in the articles of the Corporation and the number of directors to be elected at the annual meeting of the shareholders;
5. to consider and, if deemed advisable, approve (with or without variation) a special resolution authorizing an amendment to the articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation (the “**Common Shares**”) on the basis of one (1) new Common Share for each ten (10) existing and outstanding Common Shares;
6. to consider and, if deemed advisable, approve (with or without variation) a special resolution authorizing an amendment to the articles of the Corporation to change its name to “**Rosita Mining Corporation**”, or such other name as the board of directors of the Corporation, in its discretion, may resolve and as may be acceptable to the applicable regulatory authorities (including the TSX Venture Exchange);
7. to appoint the auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
8. to consider, and if deemed advisable, to pass (with or without variation) an ordinary resolution confirming the Corporation’s stock option plan; and
9. to transact any other business properly brought before the Meeting.

An “**ordinary resolution**” is a resolution passed by a least a majority of the votes cast by the Shareholders who voted in respect of that resolution at the Meeting while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds of the votes cast by the Shareholders who voted in respect of that resolution.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying Information Circular.

This notice of annual and special meeting is accompanied by; (a) a letter to Shareholders; (b) the Information Circular; (c) a letter of transmittal; and (d) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders (the “**Proxy**”). Copies of these materials may also 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.

**Registered Shareholders who are unable to attend the Meeting in person are asked to complete, sign, date and return the enclosed Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this notice of meeting.**

The board of directors of the Corporation has fixed the close of business on Tuesday, June 9, 2015, as the record date for the determination of the registered Shareholders entitled to receive notice of and to vote at, the Meeting and any adjournment(s) or postponement(s) thereof.

**DATED** the 9<sup>th</sup> day of June, 2015.

By Order of the Board of Directors

*(Signed) "Craig Pearman"*

President & CEO