



**Annual and Special Meeting of Shareholders of
Midlands Minerals Corporation**

**To Be Held on Thursday, July 9, 2015
at 10:00 a.m. (Eastern Daylight Time)**

**Notice of Annual and Special Meeting and
Management Information Circular**

June 9, 2015

Unless otherwise stated, the information herein is current as of June 9, 2015.

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 9th day of June, 2015.

By Order of the Board of Directors

(Signed) "Craig Pearman"

President & CEO



June 9, 2015

Dear Shareholders:

The directors of Midlands Minerals Corporation (“**Midlands**” or the “**Corporation**”) cordially invite you to attend the annual and special meeting (the “**Midlands Meeting**”) of the shareholders of Midlands (the “**Shareholders**”) to be held at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Thursday, July 9, 2015, at 10:00 am (Eastern Daylight Time).

In addition to the usual business to be considered at an annual meeting, you will be asked at the Midlands Meeting to consider several items of special business relating to the Corporation’s proposed plan of arrangement with Alder Resources Ltd. (“**Alder**”). On May 27, 2015, Midlands entered into an arrangement agreement (the “**Arrangement Agreement**”) with Alder pursuant to which Midlands will acquire, subject to the terms and conditions of the Arrangement Agreement, all of the issued and outstanding common shares in the capital of Alder (the “**Alder Shares**”) by way of a plan of arrangement under the *Business Corporations Act* (Ontario) (the “**Arrangement**”). Assuming the Arrangement becomes effective, Alder shareholders will receive 1.81 common shares in the capital of Midlands (each a “**Common Share**”) (on a pre-consolidation basis) for each Alder Share held.

The following are the items of special business to be considered at the Midlands Meeting:

1. 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;
2. 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;
3. to consider and, if deemed advisable, approve (with or without variation) a special resolution (the “**Share Consolidation Resolution**”) authorizing an amendment to the articles of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) new Common Share for each ten (10) existing and outstanding Common Shares (the “**Share Consolidation**”);
4. 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), if required (the “**Name Change Resolution**”); and
5. an ordinary resolution confirming the Corporation’s stock option plan.

Full details of the above are contained under the heading “Particulars of Matters to be Acted Upon” in the attached management information circular of the Corporation dated June 9, 2015 (the “**Information Circular**”).

The Arrangement is subject to several conditions, including approval of the Arrangement by the Court and by the shareholders of Alder and is also subject to regulatory approval, as set out in the Arrangement Agreement.

Completion of the Arrangement is dependent on many factors and it is not possible at this time to determine precisely when or if it will become effective. Subject to satisfying certain conditions and obtaining certain approvals as set out in the Arrangement Agreement, the Corporation contemplates: (a) completing the Arrangement on or about July 15, 2015, (b) consolidating the Common Shares in connection with the Arrangement; and (c) changing its name after the Arrangement is completed. If the Arrangement is not completed, the Corporation may, at the discretion of the board, determine to not implement the Share Consolidation Resolution or the Name Change Resolution.

On the day prior to the Midlands Meeting, Alder will hold an annual and special meeting of its shareholders to, among other things, approve the Arrangement.

It is important that your Common Shares be represented at the Midlands Meeting. If you are not able to attend, we urge you to complete the enclosed form of proxy or voting instruction form and return it no later than the time specified therein. Voting by proxy will ensure that your vote will be counted if you are unable to attend. Shareholders should forward their proxy to Midlands' registrar and transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, Canada, M5H 4H1, by not later than 10:00 am (Eastern Daylight Time) on July 7, 2015, or, if the Midlands Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned or postponed Midlands Meeting. If you require any assistance in completing your proxy, please contact TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, Canada, M5H 4H1.

If the Share Consolidation is implemented by the Board of Directors upon completion of the Arrangement, the registered holders of Common Shares will be required to exchange their Common Share certificates representing pre-consolidation Common Shares for new Common Share certificates representing post-consolidation Common Shares. Accordingly, you are being provided with a letter of transmittal with your Midlands Meeting materials. We ask that you follow the instructions as to how to surrender your Common Share certificates and deliver them to the Corporation's depository, TMX Equity Transfer Services. See the letter of transmittal for delivery instructions and contact details.

The Information Circular provides specific information regarding the Midlands Meeting that may help you to make an informed decision. You should carefully consider all of the information in the Information Circular. If you require assistance, consult your financial, legal or other professional advisors.

On behalf of the Board of Directors and the entire Midlands team, I thank you, our Shareholders, for your continued support in this venture and I look forward to reporting to you on our progress this upcoming year.

Sincerely,

"Craig Pearman"

Craig Pearman
President & CEO



MIDLANDS MINERALS CORPORATION

MANAGEMENT INFORMATION CIRCULAR

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for the statements of historical fact contained herein, the information presented in this Information Circular (as defined below) constitutes “forward-looking statements” within the meaning of the United States securities laws and “forward-looking information” within the meaning of applicable Canadian securities laws concerning the business, operations and financial performance and condition of Midlands Minerals Corporation (“**Midlands**” or the “**Corporation**”). Often, but not always, forward-looking statements and forward-looking information can be identified by words such as “pro forma”, “plans”, “expects”, “may”, “should”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, or variations, including negative variations, of such words and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. This information reflects current expectations regarding future events and operating performance and speaks only as of the date of this Information Circular. Forward-looking statements and forward-looking information should not be read as a guarantee of future performance or results, and will not necessarily be an accurate indication of whether or not such results will be achieved. In particular, this Information Circular contains forward-looking statements and forward-looking information pertaining to the following: the Arrangement (as defined below) and the timing of approvals related thereto; the completion of the Share Consolidation (as defined below), the Name Change (as defined below) and the Arrangement; and the information about the Board of Directors to be appointed in connection with the Arrangement.

In addition, forward-looking information herein is based on certain assumptions and involves risks related to the consummation or non-consummation of the Arrangement. Risks include the risk that upon the completion of the Arrangement the market value of the Common Shares (as defined below) will be different from the value at the time the share exchange ratio under the Arrangement Agreement (as defined below) was agreed, that the terms and conditions in the Arrangement Agreement will not be satisfied or waived, the Arrangement Agreement may be terminated, there may be unforeseen or unexpected tax and other consequences to the transactions which would have a material adverse effect on Midlands following completion of the Arrangement, production, construction and technological risks related to Midlands following completion of the Arrangement, capital requirements and operating risks associated with the expanded operations of Midlands following completion of the Arrangement, risks associated with the market price of the Common Shares of Midlands following completion of the Arrangement, risks associated with the market price of the Common Shares if the Arrangement is not completed, and other risks discussed in this Information Circular. Although Midlands has attempted to identify important factors that could cause actions, events or results to differ materially from those described in forward-looking statements and forward-looking information in this Information Circular, there may be other factors that cause actions, events or results not to be as anticipated, estimated or

intended. There is no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information.

Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information in this Information Circular. All of the forward-looking statements made in this Information Circular are qualified by these cautionary statements. Midlands undertakes no obligation to publicly update or revise forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, other than to reflect a material change in the information previously disclosed, as required by applicable law. Shareholders should review Midlands' subsequent documents filed from time to time on SEDAR at www.sedar.com.

NOTICE REGARDING CERTAIN INFORMATION

No person is authorized to give any information or make any representation not contained or incorporated by reference in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized.

This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. The delivery of this Information Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

The information contained in this Information Circular is given as at June 9, 2015, except where otherwise noted.

Information contained in this Information Circular should not be construed as legal, tax or financial advice. Shareholders are urged to consult their own professional advisors in connection therewith.

SOLICITATION OF PROXIES

This management information circular (the "**Information Circular**") is furnished in connection with the solicitation by management ("**Management**") of Midlands, of proxies to be used at the annual and special meeting of shareholders (the "**Meeting**") of the Corporation to be held at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Thursday, July 9, 2015, at 10:00 am (Eastern Daylight Time) for the purposes set forth in the accompanying notice of annual and special meeting (the "**Notice**").

In this Information Circular, all references to dollar amounts are to Canadian dollars, unless otherwise specified. All references herein to the Corporation shall include its subsidiaries as the context may require.

The Board of Directors of the Corporation (the "**Board**") has by resolution fixed the close of business on June 9, 2015 as the record date (the "**Record Date**") for the Meeting. Only shareholders of the Corporation (each a "**Shareholder**" and collectively, the "**Shareholders**") of record as at 5:00 pm (Eastern Daylight Time) as at the Record Date will be entitled to receive the Notice and related documents and to vote at the Meeting or at any adjournment(s) or postponement(s) thereof, but failure to receive such Notice does not deprive Shareholders of their right to vote their shares at the Meeting.

Proxies may be solicited by employees and/or management of the Corporation by mail, telephone, email, facsimile or other electronic means. The cost of solicitation of proxies will be paid by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. Each Shareholder has the right to appoint a person or company, who need not be a Shareholder, other than the persons named in the enclosed form of proxy, to represent such Shareholder at the Meeting or any adjournment(s) or postponement(s) thereof. Such right may be exercised by inserting such person's name in the blank space provided and striking out the names of Management's nominees in the form of proxy or by completing another proper form of proxy. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of the Corporation's transfer agent, TMX Equity Transfer Services ("**Equity**"), 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) or postponement(s) thereof.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appropriate appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The common shares of the Corporation (the "**Common Shares**") represented by the proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the proxy.

In addition to revocation in any other manner permitted by law, a proxy may be revoked if it is received not later than 10:00 am (Eastern Daylight Time) on Tuesday, July 9, 2015 or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting, by completing and signing a proxy bearing a later date and depositing it with Equity on behalf of the Corporation.

If you are a registered Shareholder of the Corporation, whether or not you are able to attend the Meeting, you are requested to complete, execute and deliver the enclosed form of proxy in accordance with the instructions set forth on the form to the Corporation, c/o TMX Equity Transfer Services, Attn.: Proxy Department, Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment(s) or postponement(s) thereof. The time limit for the deposit of proxies may be waived by the board of directors at its discretion without notice. Registered Shareholders may also vote their proxies via telephone or the internet in accordance with the instructions set forth on the proxy.

EXERCISE OF DISCRETION BY PROXIES

Common Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be either voted or withheld from voting, as applicable, in accordance with the instructions given by the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **Where Shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the Common Shares represented thereby, such Common Shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, neither Management nor the directors of the Corporation (each a "**Director**" and collectively, the "**Directors**") are aware of any such amendments, variations or others matters to come before the Meeting. However, if any other matters which at present are not known to Management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named proxies.

INFORMATION FOR BENEFICIAL HOLDERS OF SECURITIES

Registered holders of Common Shares (“**Registered Shareholders**”) or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Distribution to NOBOs

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation will have caused its agent to distribute copies of the Notice and this Information Circular (collectively, the “**meeting materials**”) as well as a proxy or voting instruction form (“**VIF**”) directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner (“**Non-Objecting Beneficial Owner**” or “**NOBO**”).

These security holder materials are being sent to both registered holders of the securities and Non-Registered Holders of the securities. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for proxy enclosed with mailings to NOBOs.

The meeting materials distributed by the Corporation’s agent to NOBOs include a proxy. Please carefully review the instructions on the proxy for completion and deposit.

Distribution to OBOs

In addition, the Corporation will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Holders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“**Objecting Beneficial Owner**” or “**OBO**”). The Corporation intends to pay for the Intermediary to deliver to OBOs the proxy-related materials.

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge Financial Solutions, Inc. to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

1. be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of

proxy and deposit it with Equity in the manner set out above in this Information Circular, with respect to the Common Shares beneficially owned by such OBO; or

2. more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a VIF) which the Intermediary must follow. Typically, the VIF will consist of a one page pre-printed form. The purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or voting instruction form is to be delivered.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, Management is not aware of any person who may have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors and the appointment of auditors. The officers of the Corporation (each an “**Officer**”) and Directors since the beginning of the last financial year, each proposed Director and each associate or affiliate of such persons, have an interest in the ratification of the Corporation's stock option plan (the “**Stock Option Plan**”), as such persons may be granted stock options (the “**Options**”) under the Stock Option Plan.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 194,228,231 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. Each issued and outstanding Common Share entitles its holder to one vote.

To the knowledge of the Directors and Officers, there are no persons or companies, who beneficially own, or control or direct, directly or indirectly, voting securities of the Corporation carrying more than ten percent (10%) of the voting rights.

THE ARRANGEMENT

On May 27, 2015, Midlands entered into an arrangement agreement (the “**Arrangement Agreement**”) with Alder Resources Ltd. (“**Alder**”) pursuant to which Midlands will acquire, subject to the terms and conditions of the Arrangement Agreement, all of the issued and outstanding common shares in the capital of Alder by way of a “plan of arrangement” under the *Business Corporations Act* (Ontario) (“**OBCA**”). Please refer to the joint news release of Midlands and Alder dated May 28, 2015, and the management information circular of Alder dated June 1, 2015 for details regarding the Arrangement. Neither of these documents is incorporated by reference into, nor do they form a part of, this Information Circular.

MATTERS TO BE ACTED UPON AT THE MEETING

1. PRESENTATION OF FINANCIAL STATEMENTS FOR 2014

A copy of the audited consolidated financial statements of the Corporation for the year ended December 31, 2014, can be found on the Corporation's SEDAR profile at www.sedar.com, and on the Corporation's website at www.midlandsmaterials.com. A copy can also be obtained on request by contacting the Corporation at 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, Attention: Daniella Tintor, Corporate Secretary.

2. INCREASED BOARD SIZE

The articles of the Corporation provide that the Board will consist of a minimum of three (3) and a maximum of fifteen (15) Directors. Currently, there are five (5) members of the Board. It is proposed that the size of the Board be increased to six (6) persons.

See also "Particulars of Matters to be Acted Upon – 3. Election of Directors" below for information on the nominees to the Board if the resolutions authorizing the increase to the size of the Board (the "**Increased Board Resolution**") is approved by Shareholders at the Meeting.

"IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION, THAT:

1. the Board is hereby authorized to increase the size of the Board to six (6) persons with effect immediately until changed in a manner permitted by the OBCA; and
4. the directors and officers of Midlands or any one or more of them be and they are hereby authorized to do such things as may be necessary or desirable to accomplish the foregoing special resolutions."

The Increased Board Resolution must be approved by a special resolution passed by not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. **Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Increased Board Resolution.**

The Board believes that the Increased Board Resolution is in the best interests of the Corporation and therefore unanimously recommends that Shareholders vote in favour of this special resolution.

3. ELECTION OF DIRECTORS

The Board has nominated six individuals to stand for election as Directors. Five nominees are currently Directors of the Corporation and one is a new nomination, Don Dudek, who is being nominated in connection with the Arrangement. It is anticipated that in the event that each of the six nominees below is elected and the Arrangement becomes effective, Mr. James Garcelon will resign as a Director and Mr. Rene Bharti will be appointed as a Director to fill the vacancy, as discussed in more detail below. In addition, it is anticipated that in the event that each of the six nominees below is elected and the Arrangement does not become effective, Mr. Don Dudek will resign as a Director effective immediately, and the Board may or may not exercise its discretion to fill the vacancy.

The nominees are, in the opinion of the Board, well qualified to act as Directors for the coming year. Each nominee has established his eligibility and willingness to serve as Director, if elected, and while Management of Midlands does not contemplate that any nominee will be unwilling or unable to serve as a director, if that should occur for any reason prior to the Meeting, it is intended that the persons named in the enclosed form of proxy shall reserve the right to vote for another nominee to either slate of directors in their discretion. Save and except as set forth above, each duly elected Director will hold office until the

next annual meeting of Shareholders or until a successor is duly elected, unless his or her office is earlier vacated in accordance with the articles of the Corporation. Unless a choice is otherwise specified, it is intended that the Common Shares represented by the proxies hereby solicited will be voted by the persons named therein for the election of the nominees whose names are set forth below.

The following pages set out the names and the province or state and country of residence of each nominee, their principal occupation or employment, and the number of Common Shares and any other securities of the Corporation beneficially owned by each, directly or indirectly or over which they exercise control or direction. The information on the following pages also indicates whether each such person is a member of the Board's audit committee ("**Audit Committee**").

The information provided below has been provided to us by the individuals themselves and has not been independently verified.

Mr. John Cook, Ontario, Canada

Independent Director

Director Since: October 30, 2014

John Cook is President and CEO of Tormin Resources Ltd., a private mining consulting company. He has more than 45 years of professional experience in all facets of mining development, operations and management. Mr. Cook was Chairman of Wolfden Resources Inc. until it was purchased by Zinifex Limited in June, 2007 and then Chairman of Premier Gold Mines Limited until May of 2010. He has been the President of Tormin Resources Limited, since May 1995, and is a graduate of Sheffield University in mining engineering. Mr. Cook is also on the boards of Aldride Minerals, Caracara Silver Inc., Firebird Resources Inc. and Nord Resources Corporation.

Attendance at Board Meetings

March 14, 2014 No	April 28, 2014 No	April 30, 2014 No	May 27, 2014 No	Aug. 25, 2014 No	Sept. 25, 2015 No
October 30, 2014 Yes	Nov 26, 2014 Yes				

Attendance at Committee Meetings:

Audit Committee April 28, 2014 No	Audit Committee April 30, 2014 No	Audit Committee May 27, 2014 No	Audit Committee Aug. 25, 2014 No	Audit Committee Nov. 26, 2014 Yes
Corporate Governance and Compensation Committee October 30, 2014 Yes				

Securities Held on June 9, 2015

Common Shares: Nil

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$Nil

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
10-Nov-14	10-Nov-19	1,000,000	\$0.05	1,000,000	\$Nil

1). Based on the price on the TSX Venture Exchange (the "TSXV") of the Common Shares of \$0.01 on June 9, 2015

Public Board Membership (as of the date of this Information Circular): Aldridge Minerals, Caracara Silver Inc., Firebird Resources Inc., Strategic Resources Inc., and Nord Resources.

Voting Results of October 30, 2014 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	35,945,882	625,000	36,570,882
Percentage of Votes	98.29%	1.71%	98.29%

Mr. James Garcelon, Ontario, Canada⁽¹⁾

Independent Director

Director Since: June 25, 2012

James Garcelon is a Principal and Founder of Grove Capital Group and CEO of Telferscot Resources Inc. Mr. Garcelon has over 20 years of experience in the financial services industry. He began his career at RBC Dominion Securities where he acted in a number of capacities and areas including investment banking, derivatives and quantitative research. In 1997, he joined Pacific Century Group ("Pacific Century"), a Hong Kong based private equity fund. Pacific Century was then a strategic investor in Gordon Capital Corporation, which was acquired by HSBC Securities in late 1998. Mr. Garcelon played an instrumental role in the restructuring and merging of the two organizations. He was appointed Managing Director, Institutional Research at HSBC Securities in 2000. In 2003, Mr. Garcelon joined National Bank Financial and in 2005 was promoted to Managing Director, Head of Institutional Sales. Currently Mr. Garcelon is a Principal with, and cofounder of, Grove Capital Group a merchant banking group. He is also a director of Telferscot Resources Inc. He is a Chartered Financial Analyst and holds a Masters of Science in International Political Economy from the London School of Economics in addition to an HBA from the Richard Ivey School of Business.

Attendance at Board Meetings

March 14, 2014 Yes	April 28, 2014 Yes	April 30, 2014 Yes	May 27, 2014 Yes	Aug. 25, 2014 Yes	Sept 25, 2014 Yes
October 30, 2014 Yes	November 26, 2014 Yes				

Attendance at Committee Meetings:

Audit Committee April 28, 2014 Yes	Audit Committee April 30, 2014 Yes	Audit Committee May 27, 2014 Yes	Audit Committee Aug 25, 2014 Yes	Audit Committee Nov 26, 2014 Yes
Corporate Governance and Compensation Committee October 30, 2014 Yes				

Securities Held on June 9, 2015

Common Shares: 2,000,000

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$20,000

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
May 1, 2014	May 1, 2019	1,100,000	\$0.05	1,100,000	\$Nil

1). Based on the price on the TSXV of the Common Shares of \$0.01 on June 9, 2015

Public Board Membership (as of the date of this Information Circular): Telferscot Resources Inc.

Voting Results of October 30, 2014 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	35,894,882	655,000	36,549,882
Percentage of Votes	98.15%	1.79%	98.15%

Note:

- (1) It is anticipated that in the event that each of the six nominees is elected and the Arrangement becomes effective, Mr. James Garcelon will resign as a Director and Mr. Rene Bharti will be appointed as a Director, details of whom are included below:

Mr. Rene Bharti, Ontario, Canada

Independent Director

Director Since: N/A

Over a 20-year career, Mr. Bharti has held several key roles in both public and private companies, including those in the resource, technology and entertainment industry. Mr. Bharti is currently the Executive Chairman of ARHT Media Inc., which he co-founded with Paul Anka, with the aim of creating lifelike digital humans to conduct e-commerce in a unique and viable platform. Mr. Bharti holds a Bachelor of Commerce (Honours) from Queens University.

Attendance at Board Meetings and Committee Meetings: N/A

Securities Held on June 9, 2015

Common Shares: Nil

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$Nil

Options Held: N/A

Public Board Membership (as of the date of this Information Circular): Alder Resources Ltd. and ARHT Media Inc.

Mr. Mark B. Keatley, London, UK

Independent Director

Director Since: September 9, 2004

Mark Keatley is Principal at Ridgemark Advisors, a consulting firm advising on mergers and acquisitions and corporate finance. Previously Mr. Keatley served as CFO for the Swiss-based pharmaceutical firm Actavis SARL, and for Ashanti Goldfields Company in Ghana (now part of

AngloGold Ashanti). Prior to that Mr. Keatley held senior positions in the International Finance Corporation and has worked with Ford Motor Company (UK). Mr Keatley holds an M.B.A. from Stanford Business School, and an M.Phil. and M.A. (Double First) from the University of Cambridge, and is a qualified accountant (CIMA) in the UK. Mr. Keatley brings international experience in the mining sector as well as strong financial and accounting expertise and a solid knowledge of the European and African countries.

Attendance at Board Meetings

March 14, 2014 Yes	April 28, 2014 Yes	April 30, 2014 No	May 27, 2014 Yes	Aug 25, 2014 No	Sept 25, 2014 Yes
Oct 30, 2014 Yes	November 26, 2014 Yes				

Attendance at Committee Meetings:

Audit Committee April 28, 2014 Yes	Audit Committee April 30, 2014 No	Audit Committee May 27, 2014 Yes	Audit Committee Aug 25, 2014 Yes	Audit Committee Nov 26, 2014 Yes
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Securities Held on June 9, 2015

Common Shares: 625,000

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$6,250

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Dec. 23, 2010	Dec. 23, 2015	175,000	\$0.25	175,000	\$Nil
May 1, 2014	May 1, 2019	1,100,000	\$0.05	1,100,000	\$Nil

1). Based on the price on the TSXV of the Common Shares of \$0.01 on June 9, 2015

Public Board Membership (as of the date of this Information Circular): N/A

Voting Results of October 30, 2014 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	35,894,882	676,000	35,962,482
Percentage of Votes	98.15%	1.85%	98.15%

Mr. Craig Pearman, British Columbia, Canada

Non-Independent, Management

Director Since: June 25, 2012

Mr. Pearman is the President & CEO of Midlands Minerals Inc. Mr. Pearman has over 23 years experience as an exploration and mining geologist in Ghana, Tanzania and South Africa. Most recently he held the roles of Chief Exploration Geologist for Kinross Gold Corporation at the Chirano Mine in Ghana, Consultant Geologist for Newmont Ghana Gold at the Ahafo and Akyem gold mines, and Exploration Manager and Managing Director for Volta Resources in Ghana. Mr. Pearman received his B.Sc. Geology (Honours) from the University of Natal, Durban, South Africa in 1991 and is a member of the South African Council for Natural Scientific Professions. Mr. Pearman is also a Director of Savary Gold Corporation. Craig's broad experience in

exploration and mine development makes him a significant member of the Board. In addition to his exploration geology skills, Craig has spent over 20 years in operational management on the ground in diverse cultural environments in South, East and West Africa.

Attendance at Board Meetings

March 14, 2014 Yes	April 28, 2014 Yes	April 30, 2014 Yes	May 27, 2014 Yes	August 25, 2014 No	Sept 25, 2014 Yes
Oct 30, 2014 Yes	November 26, 2014 Yes				

Attendance at Committee Meetings:

Audit Committee April 28, 2014 Yes	Audit Committee April 30, 2014 Yes	Audit Committee May 27, 2014 Yes	Audit Committee Aug. 25, 2014 Yes	Audit Committee Nov. 26, 2014 Yes
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Securities Held on June 9, 2015

Common Shares: 2,024,625

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$20,246

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
May 1, 2014	May 1, 2019	2,500,000	\$0.05	2,500,000	\$Nil

1). Based on the price on the TSXV of the Common Shares of \$0.01 on June 9, 2015

Public Board Membership (as of the date of this Information Circular): Savary Gold Corp.

Voting Results of October 30, 2014 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	35,820,871	750,011	36,570,882
Percentage of Votes	97.95%	2.05%	97.95%

Mr. Nick Tintor, Ontario, Canada

Chairman, Non-Independent

Director Since: June 30, 2011

Nick Tintor is the Managing Director of RG Mining Investments Inc. He is also President & CEO of Caracara Silver Inc. and Ferrum Americas Mining Inc. He is also a director of Aura Silver Inc., Caracara Silver Inc, Carlisle Goldfields Inc. and Ferrum Americas Mining Inc. Mr. Tintor holds a Bachelor of Science in Geology from the University of Toronto. He has more than 25 years of experience in the mining industry and has been involved with all aspects of junior mining company management, finance and project acquisition. Mr. Tintor is a Member of The Canadian Institute of Mining and Metallurgy (CIMM), the Prospectors and Developers Association of Canada, the Ontario Prospectors Association, the Society of Economic Geologists, the Geological Association of Canada and is a Member of the University of Toronto's Department of Geology Industry Steering Committee.

Attendance at Board Meetings

March 14, 2014 Yes	April 28, 2014 Yes	April 30, 2014 Yes	May 27, 2014 Yes	August 25, 2014 Yes	Sept 25 2014 No
Oct 30, 2014 Yes	November 26, 2014 Yes				

Attendance at Committee Meetings

Corporate Governance and Compensation Committee October 30, 2014 Yes

Securities Held on June 9, 2015

Common Shares: 2,524,625

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$25,246

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
May 1, 2014	May 1, 2019	1,000,000	\$0.05	1,000,000	\$Nil

1). Based on the price on the TSXV of the Common Shares of \$0.01 on June 9, 2015

Public Board Membership (as of the date of this Information Circular): Caracara Silver Inc., Aura Silver Inc. and Ferrum Americas Mining Inc., Carlisle Goldfield Inc.

Voting Results of October 30, 2014 Annual and Special Meeting of Shareholders:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes	35,935,438	645,444	36,580,882
Percentage of Votes	98.24%	1.76%	98.24%

Don Dudek, Ontario, Canada⁽¹⁾

Independent Director

Director Since: N/A

Mr. Dudek has held various roles with junior to senior exploration and mining companies over the past 30 years. Mr. Dudek currently serves as the President and Chief Executive Officer of Alder Resources Ltd. and Savary Gold. Mr. Dudek recently served as Senior Vice President, Technical Services for Endeavour Mining Corporation while managing a feasibility study for the Houndé gold project in Burkina Faso. Previously, he served as Senior Vice President Exploration of Avion Gold Corporation, a successful junior gold producer and explorer in West Africa and as Exploration Manager for Aur Resources Inc. Mr. Dudek holds a B.Sc. Geology (Honours) from the University of Saskatchewan.

Attendance at Board Meetings and Committee Meetings: N/A

Securities Held on June 9, 2015

Common Shares: 200,000

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$2,000

Options Held: N/A

Public Board Membership (as of the date of this Information Circular): Alder Resources Ltd. and Savary Gold Corp.

Note:

- (1) It is anticipated that in the event that each of the six nominees is elected and the Arrangement does not become effective, Mr. Don Dudek will resign as a Director effective immediately, and the Board may or may not exercise its discretion to fill the vacancy.

Cease Trade Orders

Except as otherwise disclosed herein, none of the nominees is, as of the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, issued either while that person was acting in that capacity or after that person ceased to act in that capacity if it resulted from an event that occurred while that person was acting in that capacity.

John Cook served as a director of MBMI Resources Inc. (“**MBMI**”) since March 21, 2003 until July 30, 2012. MBMI was subject to a cease trade order from September 21, 2007 to November 8, 2007 for failure to file a technical report under National Instrument 43-101. The Executive Director of the British Columbia Securities Commission revoked the MBMI cease trade order on November 8, 2007.

At the relevant time, John Cook was a director of GLR Resources Inc. (“**GLR**”) which was subject to cease trade orders issued by the Ontario Securities Commission and the British Columbia Securities Commission on April 14, 2009, the Autorité des Marchés Financiers du Québec on April 15, 2009, and the Alberta Securities Commission on November 13, 2009. Such orders against GLR were issued as a result of GLR’s failure to file certain continuous disclosure materials including the audited financial statements, management’s discussion and analysis, CEO and CFO certificates and its annual information form for the year ended December 31, 2008, which was caused by financial difficulties experienced by GLR as a result of its inability to raise funds given 2008 market conditions. Effective as of March 22, 2010, GLR had filed all outstanding continuous disclosure materials required to be filed under applicable securities law and the cease trade orders were lifted by each of the Ontario Securities Commission by an order dated September 27, 2010, the British Columbia Securities Commission by an order dated September 28, 2010, the Autorité des marchés financiers du Québec by an order dated September 28, 2010 and the Alberta Securities Commission by an order dated September 30, 2010.

Bankruptcies

To the Corporation’s knowledge, no nominee:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the director, executive officer or shareholder.

On June 5, 2009, while John Cook was a director of GLR, GLR filed a proposal (the “**Proposal**”) under the *Bankruptcy and Insolvency Act* (Canada). Some minor amendments were made to the Proposal which were filed on July 20, 2009. The sale of certain of GLR’s assets under the Proposal was completed on August 20, 2009. Effective on the close of trading on January 7, 2009, GLR’s common shares were delisted from the Toronto Stock Exchange for failure to meet certain continuing listing requirements of the TSX.

Penalties or Sanctions

No nominee (including any personal holding companies of the proposed directors) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The resolutions authorizing the election of the board of directors (the “**Board of Directors Resolutions**”) must be approved by an ordinary resolution passed by at least a majority of the votes cast by Shareholders present in person or by proxy at the Meeting. **Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Board of Directors Resolutions.**

The Board believes that the Board of Directors Resolutions are in the best interests of Midlands and therefore unanimously recommends that Shareholders vote in favour of the Board of Directors Resolutions and each of the director nominees referred to therein.

4. NUMBER OF DIRECTORS

The OBCA provides the directors of a corporation with flexibility to determine the number of directors to be elected at the annual meeting of the shareholders, subject to certain limitations, provided that the directors have been empowered to do so by special resolution of the shareholders. Accordingly, the Shareholders will be asked at the Meeting to consider and, if deemed advisable, to pass a special resolution (the “**Number of Directors Resolution**”), authorizing the Board to determine the number of Directors 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.⁽¹⁾

“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION, THAT:

1. the Board is hereby empowered from time to time, by resolution of the Directors, to determine the number of Directors 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; and
2. the directors and officers of Midlands or any one or more of them be and they are hereby authorized to do such things as may be necessary or desirable to accomplish the foregoing special resolutions.”

The Number of Directors Resolution must be approved by a special resolution passed by not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. **Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Number of Directors Resolutions.**

The Board believes that the Number of Directors Resolution is in the best interests of Midlands and therefore unanimously recommends that Shareholders vote in favour of the Number of Directors Resolution.

It is anticipated that if the Number of Directors Resolution is approved and the Arrangement is completed, the Board will increase the number of Directors to seven (7) and will appoint Mr. Keith Stein to the Board, details of whom are included below:

Keith Stein, Ontario, Canada

Independent Director

Director Since: N/A

Mr. Stein is currently counsel to Dentons Canada LLP. From November 2010 to February 2014, he was counsel to Heenan Blaikie LLP. From 1994 to 2008, he was a senior executive with Magna International Inc. reporting to the Chairman, Frank Stronach, and continued to act as a consultant reporting to the Executive Vice-Chairman until November, 2010. Prior to becoming a consultant, Mr. Stein was Magna's Senior Vice-President of corporate affairs. In addition to his work as a lawyer, Mr. Stein was a founding director of three capital pool companies listed on the TSXV and is actively involved in the resource sector, including oil and gas projects in Western Canada and mineral exploration efforts in South America. Mr. Stein is also one of the founding partners, together with Gene Simmons and Universal Music Canada, of Simmons Records, a music label dedicated to Canadian artists.

Attendance at Board Meetings and Committee Meetings: N/A

Securities Held on June 9, 2015

Common Shares: Nil

Market Value of Common Shares at June 9, 2015 (TSXV price \$0.01): \$Nil

Options Held: N/A

Public Board Membership (as of the date of this Information Circular): Alder Resources Ltd., Everton Resources Inc. and Oremex Silver Inc.

5. CONSOLIDATION

Basis of the Share Consolidation

Pursuant to the Arrangement Agreement, Shareholders will be asked at the Meeting to consider and, if deemed advisable, pass a special resolution (the “**Share Consolidation Resolution**”), authorizing the consolidation of the issued and outstanding Common Shares on the basis of one (1) new Common Share for ten (10) existing Common Shares (the “**Share Consolidation**”). The Board believes that the consolidation of the Common Shares could enhance their marketability as an investment and could facilitate additional financings to fund operations of the Corporation in the future. The approval of the Share Consolidation Resolutions is a condition to completion of the Arrangement.

In the event that the Share Consolidation would otherwise result in a Shareholder holding a fraction of a Common Share, it is intended that such Shareholder will not receive any new Common Shares for such fraction. Notwithstanding the approval of the proposed Share Consolidation by the Shareholders, the Board, in its sole discretion, may revoke the special resolution, and abandon the Share Consolidation without further approval or action by, or prior notice to, the Shareholders.

Risks Associated with the Share Consolidation

There can be no assurance that the market price of the consolidated Common Shares will increase as a result of the Share Consolidation. The marketability and trading liquidity of the consolidated Common Shares may not improve. The Share Consolidation may result in some Shareholders owning “odd lots” of less than 100 Common Shares which may be more difficult for such Shareholders to sell or which may require greater transaction costs per share to sell. In addition, in order to be effective, the Share Consolidation must be approved by the Shareholders and the TSXV and there can be no certainty that any of these conditions will be satisfied.

Principal Effects of the Share Consolidation

The principal effects of the Share Consolidation include the following:

- the fair market value of each Common Share may increase and will, in part, form the basis upon which further Common Shares or other securities of Midlands will be issued;
- the number of issued and outstanding Common Shares will be significantly reduced from 194,228,231 Common Shares to approximately 19,422,823 Common Shares without giving effect to the Arrangement (or 367,481,700 Common Shares to approximately 36,748,170 after giving effect to the Arrangement), or such lesser whole or fractional number of Common Shares that the Board, in its sole discretion, determines to be appropriate;
- the exercise prices and the number of Common Shares issuable upon the exercise or deemed exercise of any stock options and warrants of Midlands will be automatically adjusted based on the Share Consolidation; and
- as Midlands currently has an unlimited number of Common Shares authorized for issuance, the Share Consolidation will not have any effect on the number of Common Shares available for issuance.

Effect on Fractional Shareholders

No fractional Common Shares will be issued if, as a result of the Share Consolidation, a Registered Shareholder would otherwise become entitled to a fractional Common Share. If as a result of the Share Consolidation a fraction results, the fraction will be rounded down to the next lowest whole number.

After the Share Consolidation, then current Shareholders will have no further interest in Midlands with respect to their fractional Common Shares. The elimination of fractional interests will reduce the number of post-consolidation Shareholders to the extent that there are Shareholders holding less than 10 Common Shares. This is not, however, the purpose for which Midlands is effecting the Share Consolidation.

Effect on Share Certificates

If the Share Consolidation is implemented by the Board, the Registered Shareholders will be required to exchange their Common Share certificates representing pre-consolidation Common Shares for new Common Share certificates representing post-consolidation Common Shares. Accordingly, Registered Shareholders are being sent a letter of transmittal (the “**Letter of Transmittal**”) with their Meeting Materials and are being requested to deliver their Common Share certificates to Midlands’ depository, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, Canada, M5H 4H1. See the Letter of Transmittal for delivery instructions and contact details. The Letter of Transmittal contains instructions on how to surrender Common Share certificate(s) representing pre-consolidation Common Shares to Equity as depository. Equity will forward to each registered Shareholder who has sent the required documents a new Common Share certificate representing the number of post-consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each Common Share certificate

representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the holder is entitled as a result of the Share Consolidation.

Procedure for Implementing the Share Consolidation

If the Share Consolidation is implemented by the Board, on the effective date of the Arrangement, Midlands will file the articles of amendment pursuant to the OCBA to amend the articles of Midlands. The Share Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the OBCA.

The Letter of Transmittal being sent to Registered Shareholders requests that they surrender his, her or its Common Share certificate(s) in advance of the Meeting, which will be returned to said Shareholder if the Share Consolidation Resolution is not approved at the Meeting or is revoked by the Board prior to giving effect thereto. If your Common Shares are registered either: (a) in the name of an Intermediary; or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant, you will not receive a Letter of Transmittal and you are not being asked to return any Common Share certificate(s).

Lost Certificates

In the event that a Shareholder's certificate(s) representing Common Shares has been lost, stolen or destroyed, the holder shall deliver to Equity, in addition to a properly completed Letter of Transmittal:

1. an affidavit of the fact that the certificate has been lost, stolen or destroyed; and
2. a surety bond satisfactory to Equity and Midlands in such sum as they may direct.

More information is provided in the Letter of Transmittal.

No Dissent Rights

Under the OBCA, Shareholders do not have any dissent and appraisal rights with respect to the proposed Share Consolidation.

Share Consolidation Resolution

“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION, THAT:

1. the articles of Midlands be amended to change the number of issued and outstanding Common Shares by consolidating the issued and outstanding Common Shares on the basis of one (1) new Common Share for each ten (10) existing Common Shares or for such other lesser whole or fractional number of existing Common Shares that the Board, in its sole discretion, determine to be appropriate, and in the event that the Share Consolidation would otherwise result in a Shareholder holding a fraction of a Common Share, such holder shall not receive any whole new Common Shares for each such fraction, subject to the approval of the TSXV;
2. any director or officer of Midlands is authorized and directed for and in the name of and on behalf of Midlands to execute and deliver or cause to be delivered articles of amendment pursuant to the OBCA and to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution;
3. notwithstanding that this special resolution has been duly passed by the Shareholders, the Board may in its sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the Shareholders; and

4. any one director or officer of Midlands be and the same is hereby authorized and directed for and in the name of and on behalf of Midlands to execute or cause to be executed, whether under corporate seal of Midlands or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this special resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

The Share Consolidation Resolution must be approved by a special resolution passed by not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. **The Board believes that the Share Consolidation Resolution is in the best interests of Midlands and therefore unanimously recommends that Shareholders vote in favour of this special resolution. Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Share Consolidation Resolution.**

6. NAME CHANGE

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the “**Name Change Resolution**”) authorizing Midlands to file articles of amendment under the OBCA to change the name of the Corporation (the “**Name Change**”) from “Midlands Minerals Corporation” to “Rosita Mining Corporation”, or to such other name as the Board deems appropriate and as may be approved by the regulatory authorities, including the TSXV. The approval of the Name Change Resolution is a condition to completion of the Arrangement.

In order to be effective, the Name Change must be approved by the Shareholders and the TSXV, and the Arrangement must be completed, and there can be no certainty that any of these conditions will be satisfied. In addition, the Board may determine not to implement the Name Change Resolution at any time after the Meeting and after receipt of necessary regulatory approvals, but prior to the issuance of a certificate of amendment, without further action on the part of the Shareholders.

“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION, THAT:

1. Midlands is authorized to file articles of amendment pursuant to the OBCA to change the name of the Corporation from “*Midlands Minerals Corporation*” to “*Rosita Mining Corporation*”, or such other name that the Board deems appropriate and as may be approved by the regulatory authorities (including the TSXV), if the Board considers it to be in the best interests of Midlands to implement such a name change;
2. any one director or officer of Midlands be and is hereby authorized and directed to execute and deliver, or cause to be delivered, articles of amendment pursuant to the OBCA, and to do and perform all such acts and things, sign such documents and take all such other steps as, in the opinion of such director or officer, may be considered necessary or desirable to carry out the purpose and intent of this special resolution;
3. notwithstanding that this special resolution has been duly passed by the Shareholders, the Board may in their sole discretion revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the Shareholders; and
4. any one director or officer of Midlands be and the same is hereby authorized and directed for and in the name of and on behalf of Midlands to execute or cause to be executed, whether under corporate seal of Midlands or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this special

resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

The Name Change Resolution must be approved by a special resolution passed by not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting. **The Board believes that the Name Change Resolution is in the best interests of Midlands and therefore unanimously recommends that Shareholders vote in favour of this resolution. Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Name Change Resolution.**

7. RE-APPOINTMENT AND REMUNERATION OF AUDITORS

Management recommends that Schwartz Levitsky Feldman, Chartered Accountants (“**SLF**”), which firm has served as auditors of the Corporation since 2007, be re-appointed as the auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Directors to fix the auditors’ remuneration. Management is seeking the approval of a majority of the votes cast at the Meeting for SLF to be so appointed.

Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the appointment of SLF, as auditors of the Corporation and to authorize the Board to fix the auditor’s remuneration, unless you specifically direct that your vote be withheld.

8. CONFIRMATION OF THE STOCK OPTION PLAN

On May 19, 2004, the Directors adopted the Stock Option Plan, in substantially its current form, which was subsequently approved by the Shareholders. The purpose of the Stock Option Plan is to attract, retain and motivate Directors, Officers, employees and consultants (collectively, the “**Participants**”) by providing them with the opportunity, through the granting of Options, to acquire a proprietary interest in the Corporation and benefit from its growth. In Management’s view, the ability to grant Options as a means of compensating Participants contributes to the Corporation’s overall financial performance. As such, Management considers that the Stock Option Plan is beneficial to the Corporation as it provides the Corporation with greater flexibility to compensate eligible Participants with grants of Options and encourage Participant ownership of the Corporation.

The Stock Option Plan is a “rolling” plan. The policies of the TSXV require that a “rolling” stock option plan (where a specific maximum number of shares issuable under the plan is not fixed), such as that of the Corporation, be ratified by the Shareholders at each annual and special meeting.

The Stock Option Plan provides that eligible persons include any Director, employee, (full-time or part-time), Officer (as defined in the Stock Option Plan) or consultant of the Corporation or any subsidiary thereof, may be granted Options by the Corporation. A consultant means an individual (including an individual whose services are contracted through a personal holding company) with whom the Corporation or a subsidiary has a contract for substantial services.

Summary of Stock Option Plan

The full Stock Option Plan is available from the Corporation upon request. The material terms of the Stock Option Plan are as follows:

1. The number of Common Shares which may be reserved for issuance to eligible persons (as defined in the Stock Option Plan) is a maximum of 10% of the issued and outstanding Common Shares.
2. No one person shall be issued Options representing more than 5% of the issued and outstanding Common Shares in any 12 month period.

3. All Options will be non-assignable and non-transferable and may be granted for a term not exceeding five years, unless the Corporation is listed on Tier 1 of the TSXV in which case the Options may be granted for a term not exceeding ten years.
4. The exercise price of Options issued will not be less than the market price of the Common Shares listed on the TSXV, less any discounts permitted by applicable legislative and regulatory requirements.
5. No financial assistance can be provided by the Corporation to Option holders to facilitate the purchase of Common Shares under the Stock Option Plan.
6. The Stock Option Plan also contains anti-dilution provisions usual to plans of this type.
7. If an Option holder ceases to be a Director, Officer, or employee or consultant of the Corporation (other than by reason of death), then the Options will expire no later than three months following that date, provided that any Options held by investor relations persons will expire no later than 30 days following that date.
8. Options will expire one year following the death of an Option holder, provided that the Options may only be exercised by the Option holder's legal representative or other person to whom such rights should pass, and only to the extent the Option holder would have been entitled to exercise them at the time of death.
9. Options will expire three months days after termination of an Option holder's employment due to permanent disability or retirement under any retirement plan, provided that the Options may only be exercised to the extent the Option holder would have been entitled to exercise them at the time of such termination, provided further that in the event of the death of the Option holder within such three month period, such right will be extended to six months following the death of the Option holder.
10. Options are non-transferrable.
11. Investor relations persons may not be granted Options exceeding 2% of outstanding Common Shares and such Options must vest over one year with no more than 25% of the Options vesting in each quarter.

The Shareholders will be requested at the Meeting to pass the following resolution, without variation (the "**Stock Option Plan Resolution**"):

"IT IS HEREBY RESOLVED, THAT:

1. The Stock Option Plan, the material terms of which are summarized in this Information Circular is hereby ratified and the Board is hereby authorized, without further approval of the Shareholders, to make any further amendments to the Stock Option Plan as may be required by the TSXV.
2. Any director or officer of the Corporation is hereby authorized for, on behalf of, and in the name of the Corporation to do and perform or cause to be done or performed all such things, to take or cause to be taken all such actions, to execute and deliver or cause to be executed and delivered all such agreements, documents and instruments, contemplated by, necessary or desirable in connection with the Stock Option Plan and the foregoing resolutions, as may be required from time to time and contemplated and required in connection therewith, or as such director or officer in his or her discretion may consider necessary, advisable or appropriate in order to give effect to the intent and purposes of the foregoing resolutions, and the doing of such things, the taking of such actions and the execution of such agreements, documents and instruments shall be conclusive evidence that the same have been authorized and approved hereby."

The resolutions confirming the Stock Option Plan (collectively, the “**Stock Option Plan Resolutions**”) must be approved by an ordinary resolution passed by at least a majority of the votes cast by Shareholders, present in person or by proxy at the Meeting. **Unless otherwise indicated, the persons named in the accompanying form of proxy intend to vote FOR the Stock Option Plan Resolutions.**

The Board believes that the Stock Option Plan Resolution is in the best interests of Midlands and therefore unanimously recommends that Shareholders vote in favour of the Stock Option Plan Resolution.

9. OTHER MATTERS

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed form of proxy and voting instruction confers discretion on the persons named on the form of proxy to vote on such matters in accordance with their best judgment.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following discussion and analysis focuses on the design of the compensation program for Midlands’ Named Executive Officers (“**NEOs**”) as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*. For the financial year ended December 31, 2014, the NEOs of Midlands are:

Named Executive Officer	Position
Craig Pearman	President and Chief Executive Officer
Stephen Gledhill	Chief Financial Officer
Dominique Fournier ⁽¹⁾	Vice President, Exploration

Notes:

(1) Mr. Fournier ceased to be an officer of Midlands in April 2015.

Objectives of Compensation Program

Midlands’ principal goal is to create value for its shareholders. Midlands believes that the compensation policies and practices of Midlands should reflect the interests of its shareholders in achieving this goal and is sufficiently attractive to recruit, retain and motivate high performing individuals to assist Midlands in achieving its goals.

Elements of Executive Compensation

Midlands’ current executive compensation program has two principal components: base salary and stock options.

Base salaries for all employees of Midlands are established for each position based on industry standards and performance based on expectations and goals. Both individual and corporate performances are also taken into account. Base salaries form an essential component of Midlands’ compensation mix as they are the first base measure to compare and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits. To ensure Midlands attracts and retains qualified and experienced executives, adjustments are made to the base salaries of executive officers.

Options are granted to provide an incentive to the participants to achieve the longer-term objectives of Midlands; to give suitable recognition to the ability and industry of such persons who contribute

materially to the success of Midlands; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in Midlands. Midlands awards stock options to eligible participants based upon the decision of the Board. Previous grants of Options are taken into account when considering new grants.

There are no perquisites, or deferred payments payable to NEOs, and Midlands has no other awards, bonuses, or other compensation other than the base salaries and participation in the Stock Option Plan.

Compensation Philosophy

Midlands' compensation philosophy is based upon the following principles and objectives:

1. attracting, motivating and retaining individuals with exceptional executive, technical, financial, and other relevant skills;
2. aligning the interests of the executive officers of Midlands with the interests of Midlands and its shareholders; and
3. linking executive compensation to the performance of Midlands and each particular officer of Midlands.

Performance Criteria

Midlands has not yet established a formal compensation program; however discussions are on-going in this regard. Until a formal compensation program is established, compensation of the executive officers is determined by the Board at its discretion. Midlands intends to implement a formalized compensation program that will seek to tie individual goals to the executive officer's area of primary responsibility. In the interim the criteria considered in determining performance vary in accordance with the position and responsibilities of the executive officer of Midlands. While not solely based on any one item, key considerations in determining performance for executives of Midlands include acquisition and management of mineral properties with geological merit as well as the operating performance of Midlands, the guidance and strategic vision for growth and business goals of Midlands, the performance of Common Shares and other organizational indicators, as well as individual achievements that demonstrate a contribution by the executive officers to Midlands.

Consideration of Risks of Compensation Policies and Practices

In light of Midlands' size and the balance between long-term objectives and short-term financial goals with respect to Midlands' compensation program, the Board does not deem it necessary to consider at this time the implications of the risks associated with its compensation policies and practices.

Purchase of Financial Instruments

Midlands does not currently have a policy that restricts its NEOs or directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such NEO or director. However, to the knowledge of Midlands as of the date of this Information Circular, no NEO or director has participated in the purchase of such financial instruments.

Summary Compensation Table – Named Executive Officers

The following table provides information regarding compensation paid to or accrued by Midlands' NEOs during Midlands' three most recently completed financial years.

Name and Principal Position	Year Ended Dec. 31	Salary (\$)	Share-based Awards (\$)	Option-based Awards ⁽²⁾ (\$)	Non-equity Incentive Plan Compensation		All Other Compensation	Total Compensation
					Annual-Incentive Plans	Long-term Incentive Plans		
Craig Pearman President and Chief Executive Officer	2014	\$200,000	N/A	\$50,000	N/A	N/A	N/A	\$250,000
	2013	\$200,000	N/A	\$Nil	N/A	N/A	N/A	\$200,000
	2012	\$200,000	N/A	\$80,000	N/A	N/A	\$25,000 ⁽³⁾	\$305,000
Stephen Gledhill ⁽¹⁾ Chief Financial Officer	2014	\$180,000	N/A	\$10,000	N/A	N/A	N/A	\$190,000
	2013	\$180,000	N/A	\$Nil	N/A	N/A	N/A	\$180,000
	2012	\$180,000	N/A	\$Nil	N/A	N/A	N/A	\$180,000
Dominique Fournier VP, Exploration ⁽⁴⁾	2014	\$191,659	N/A	\$30,000	N/A	N/A	N/A	\$221,659
	2013	\$183,442	N/A	\$Nil	N/A	N/A	N/A	\$183,442
	2012	\$159,133	N/A	\$45,000	N/A	N/A	N/A	\$204,133

Notes:

- (1) Mr. Gledhill is not directly employed by Midlands but acts as Chief Financial Officer in connection with the agreement between RGMI and this amount represents the amount paid by Midlands to RGMI for services provided pursuant to this agreement.
- (2) Grant-date fair value as calculated using Black-Scholes option pricing model.
- (3) Amount represents a bonus payment per Mr. Pearman's employment agreement.
- (4) Mr. Fournier ceased to be an officer of Midlands in April 2015.

Outstanding Share-Based Awards and Option-Based Awards – Named Executive Officers

Set forth in the table below is a summary of all option-based awards held by each of the NEOs outstanding as of December 31, 2014. There are no incentive plan awards in the form of share-based awards outstanding for any NEO.

Name	Option-based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money options ⁽³⁾ (\$)
Craig Pearman	2,500,000	\$0.05	01-May-19	\$Nil
Stephen Gledhill	500,000	\$0.05	01-May-19	\$Nil
RGMI ⁽¹⁾	100,000	\$0.05	01-May-19	\$Nil
Dominique Fournier ⁽²⁾	1,500,000	\$0.05	01-May-19	\$Nil

Notes:

- (1) Stephen Gledhill and Midlands' Chairman own RGMI.
- (2) Mr. Fournier ceased to be an officer of Midlands in April 2015.
- (3) Based on the closing market price of \$0.01 of the Common Shares on December 31, 2014.

Value Vested or Earned During the Year – Named Executive Officers

Set forth below is a summary of the value vested during the financial year ended December 31, 2014 in respect of all incentive plan awards.

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Craig Pearman	\$55,400	N/A	N/A
Stephen Gledhill	\$10,000	N/A	N/A
Dominique Fournier ⁽¹⁾	\$32,400	N/A	N/A

Notes:

(1) Mr. Fournier ceased to be an officer of Midlands in April 2015.

Pension Plan Benefits – Named Executive Officers

No benefits were paid, and no benefits are proposed to be paid to any of the NEOs under any pension or retirement plan.

No deferred compensation plans were paid, and no benefits are proposed to be paid to any of the NEOs under a deferred compensation plan.

Termination and Change of Control Benefits

Other than as set out below, there are no contracts, agreements, plans or arrangements that provide for payments to a NEO following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of Midlands or a change in responsibilities of the NEO following a change of control of Midlands.

Craig Pearman – President and Chief Executive Officer

Midlands entered into an employment contract on October 26, 2011 with Mr. Pearman, which has an indefinite term. Mr. Pearman receives an annual base salary of \$200,000 and has an annual bonus target of 50% of his base salary. The agreement became effective on December 1, 2011 and provides for the termination and change of control benefits described below.

If Midlands terminates the executive's employment other than for cause, Mr. Pearman is owed the sum of one month's base salary, per completed year of service with a minimum of three months and a maximum of 18 months' notice or payment of salary in lieu thereof and a bonus for the year in which termination occurred by reference to the average annual bonus as set out in the employment agreement. Mr. Pearman is also entitled to continue to participate in Midlands' benefit plans for 24 months or until alternative coverage is obtained. Mr. Pearman's stock options will vest immediately and remain exercisable until the earlier of, the termination date of such stock options, or the date which is 18 months from the date of such termination.

If there is a change of control of Midlands and within 12 months' of such change of control Mr. Pearman elects to resign or is terminated, Mr. Pearman is entitled to 12 months base salary if the change of control occurs during his first year of employment and 24 months base salary if the change of control occurs anytime thereafter. He may continue to participate in Midlands' benefit plans for 24 months or until alternative coverage is obtained. Mr. Pearman's stock options will vest immediately and remain exercisable until the earlier of, the termination date of such stock options, or the date which is 24 months from the date of such termination.

Director Compensation

Directors are reimbursed for all reasonable travel and other expenses incurred by them in the performance of their duties and, as of fiscal 2014, directors receive \$3,000 per quarter. Directors are also entitled to participate in the Stock Option Plan. There were no long-term incentive awards or pension plan benefits paid to the directors of Midlands during the fiscal year ended December 31, 2014.

Summary Compensation Table – Directors

The following table provides a summary of all annual and long-term compensation for services rendered in all capacities to Midlands for the fiscal year ended December 31, 2014, in respect of the individuals who were, during the fiscal year ended December 31, 2014, directors of Midlands other than the NEOs.

Name⁽¹⁾	Fees Earned (\$)	Share-based awards (\$)	Option-based awards⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John Cook	\$2,000	N/A	\$Nil	N/A	N/A	N/A	\$2,000
James Garcelon	\$12,000	N/A	\$22,000	N/A	N/A	N/A	\$34,000
Mark B. Keatley	\$12,000	N/A	\$22,000	N/A	N/A	N/A	\$34,000
Nick Tintor	N/A	N/A	\$20,000	N/A	N/A	N/A	\$20,000

Notes:

- (1) Mr. Pearman is the President and Chief Executive Officer and is a non-independent director. His compensation has been reported under “*Information Concerning Midlands – Director and Executive Officer Compensation – Summary Compensation Table*”.
- (2) The value ascribed to option grants represents non-cash, grant-date fair value as estimated using the Black-Scholes Model as at the date of grant.

Outstanding Share-Based Awards and Option-Based Awards - Directors

Set forth in the table below is a summary of all option-based awards held by each of the Midlands directors other than NEOs as at December 31, 2014. There are no incentive plan awards in the form of share-based awards outstanding for the Midlands directors.

Name⁽¹⁾	Option-based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money options⁽²⁾ (\$)
John Cook	1,000,000	\$0.05	01-May-19	\$Nil
James Garcelon	1,100,000	\$0.05	01-May-19	\$Nil
Mark B. Keatley	1,100,000 175,000	\$0.05 \$0.25	01-May-19 23-Dec-15	\$Nil
Nick Tintor	1,000,000	\$0.05	01-May-19	\$Nil

Notes:

- (1) Mr. Pearman is the President and Chief Executive Officer and is a non-independent director. His compensation has been reported under “*Information Concerning Midlands – Director and Executive Officer Compensation – Summary Compensation Table*”.
- (2) Based on the closing market price of \$0.01 of the Common Shares on December 31, 2014.

Value Vested or Earned During the Year - Directors

Set forth below is a summary of the value vested during the financial year ended December 31, 2014 in respect of all incentive plan compensation granted to Midlands' directors, other than NEOs.

Name⁽¹⁾	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
John Cook	\$Nil	N/A	N/A
James Garcelon	\$22,000	N/A	N/A
Mark B. Keatley	\$22,000	N/A	N/A
Nick Tintor	\$20,000	N/A	N/A

Notes:

- (1) Mr. Pearman is the President and Chief Executive Officer and is a non-independent director. His compensation has been reported under “*Information Concerning Midlands – Director and Executive Officer Compensation – Summary Compensation Table*”.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Corporation as at December 31, 2014. As at December 31, 2014, the Stock Option Plan was the only equity compensation plan of the Corporation. See “Matters to Be Acted Upon - *Summary of Stock Option Plan*”.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Equity compensation plans approved by security holders	9,475,000	\$0.05	9,947,823 ⁽¹⁾
Total	9,475,000	\$0.05	9,947,823⁽¹⁾

Note:

- (1) Calculated based upon 10% of the number of issued and outstanding Common Shares as at December 31, 2014 (194,228,231 Common Shares) less the number of Options outstanding as at such date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the most recently completed financial year, the following officers and/or directors were indebted to the Corporation for secured loans (the “Loans”) provided to them to enable them to purchase the Common Shares from one significant shareholder that requested the assistance to divest its shareholdings in the Corporation.

Officer/Director	Maturity	Original Amount (\$)	Amount Outstanding at December 31, 2014 (\$)
James Garcelon	October 2, 2014	10,000	Nil
Nick Tintor	October 2, 2014	49,508	Nil
Craig Pearman	October 2, 2014	20,246	Nil
Stephen Gledhill	October 2, 2104	20,246	Nil
Total		100,000	Nil

The Loans were secured by promissory notes from the borrowers. Further, the borrowers had agreed not to sell, pledge or otherwise encumber the shares until the full amount of the individual loan (including accrued interest) was repaid in full. To ensure this undertaking by the borrowers, RGMI acted as custodian of the physical share certificates on behalf of the Company. The term of the Loans was for one year, and matured on October 2, 2014, with interest accruing at 7% per annum, payable upon maturity. All the Loans were paid in full by October 2, 2014.

CORPORATE GOVERNANCE PRACTICES

Corporate governance refers to the way the business and affairs of a reporting issuer are managed and relates to the activities of the Board, the members of which are elected by and are accountable to Common Shareholders. Corporate governance takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of Midlands. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision-making.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”), the Corporation has established its corporate governance practices. The Corporation’s “Statement of Corporate Governance Practices”, approved by the Directors, is attached to this Information Circular as Schedule “A”.

Board of Directors

The Board currently consists of five (5) members, as noted herein, three (3) of whom, Mr. John Cook, Mr. James Garcelon and Mr. Mark B. Keatley, are independent pursuant to NI 52-110 and two (2) of whom, Mr. Craig Pearman and Mr. Nick Tintor, are not independent on the basis that Craig Pearman also serves as the President and Chief Executive Officer of the Corporation and Nick Tintor also serves as the Chairman of the Corporation. Pursuant to NI 52-110, a director is independent if the director has no direct or indirect relationship with the issuer which could, in the view of the issuer’s Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. In assessing whether a Director is independent for these purposes, the circumstances of each Director have been examined in relation to a number of factors.

Four of the Directors serve as directors of another reporting issuer. Currently, the following Directors serve on the board of directors of other public companies as listed below.

Director	Public Company Board Membership
Nick Tintor	Caracara Silver Inc., Ferrum Americas Mining Inc. and Aura Silver, Carlisle Goldfield.
James Garcelon	Telferscot Resources Inc.
Craig Pearman	Savary Gold Corp.
John Cook	Aldridge Minerals, Caracara Silver Inc., Firebird Resources Inc., Strategic Resources Inc., and Nord Resources.

Audit Committee

As a TSXV listed Corporation, the Corporation is required to have an Audit Committee for the purpose of monitoring and enhancing the quality of the financial information disclosed by the Corporation. The Audit Committee’s charter (the “**Charter**”) is attached as Schedule “B” hereto.

Composition of Audit Committee

As at December 31, 2014, the Audit Committee was composed of three (3) independent Directors who meet the independence requirement set out in National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). The Audit Committee members were James Garcelon, Mark Keatley, and John Cook. All current members of the Audit Committee are “financially literate” within the meaning given to such term in the Charter and NI 52-110, and have the ability to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements.

James Garcelon – Mr. Garcelon has over 20 years of experience in the financial services and resource industries. He is currently CEO of Telferscot Resources Inc., as well as a Principal with, and co-founder of, Grove Capital Group, a merchant banking group. Previously Mr. Garcelon held a number of senior roles in the financial services industry including Managing Director, Institutional Research at HSBC Securities and Managing Director, Head of Institutional Sales at National Bank Financial. He is currently a director of Telferscot Resources Inc., and is a former Director and Audit Committee Chair for Southern Andes Energy Inc. Mr. Garcelon is a Chartered Financial Analyst and holds a Masters of Science in International Political Economy from the London School of Economics in addition to a HBA from the Richard Ivey School of Business.

Mark Keatley – Mr. Keatley serves as CFO for the Swiss-based pharmaceutical firm Actavis SARL, and is a former CFO of Ashanti Goldfields Company (now part of AngloGold Ashanti). Prior to that Mr. Keatley held senior positions in the IFC (World Bank) and has worked with Ford Motor Company (UK). He has been a Director since September 2005 and is a qualified accountant. Mr. Keatley brings international experience in the mining sector as well as strong financial expertise and a solid knowledge of African countries.

John Cook – Mr. Cook is President and CEO of Tormin Resources, a private mining consulting company. John Cook has more than 45 years of professional experience in all facets of mining development, operations and management. John Cook was Chairman of Wolfden Resources Inc. until its purchase by Zinifex Limited in June, 2007 and then Chairman of Premier Gold until May of 2010. He has been the President of Tormin Resources Limited, a private mining company since May 1995, and is a graduate of Sheffield University in mining engineering.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by the Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "*De Minimus Non-Audit Services*" or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Corporation has not adopted any specific policies in relation to the engagement of non-audit services.

External Auditor Service Fees

- (a) *Audit Fees* - SLF billed Midlands \$40,000 from January 1, 2014 to December 31, 2014 and \$50,000 from January 1, 2013 to December 31, 2013.
- (b) *Audit-Related Fees* - SLF did not bill Midlands any amounts from January 1, 2014 to December 31, 2014 and did not bill Midlands any amounts from January 1, 2013 to December 31, 2013, for assurance and related services that are reasonably related to the performance of the audits or reviewing Midlands' financial statements and are not included under "Audit Fees".
- (c) *Tax Fees* - SLF billed Midlands \$Nil from January 1, 2014 to December 31, 2014, and \$1,600 from January 1, 2013 to December 31, 2013, for services related to tax compliance, tax advice and tax planning.
- (d) *All Other Fees* - SLF did not bill Midlands any amounts from January 1, 2014 to December 31, 2014 and did not bill Midlands any amounts from January 1, 2013 to December 31, 2013, for services other than those reported above.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Corporation, proposed Director, or any associate or affiliate of an informed person or proposed Director, has or had any material interest, direct or indirect, in any transaction since the commencement of the financial year ended December 31, 2014 or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information regarding the Corporation is provided in the Corporation's audited annual consolidated financial statements for the financial year ended December 31, 2014 and accompanying management's discussion and analysis. Copies of the foregoing of the Corporation for the financial year ended December 31, 2014 may be obtained on written request addressed to the CFO. Written requests for a copy of the above documents should be directed to Leslie Haddow, Corporate Secretary, at 120 Adelaide Street West, Suite 2400, Toronto, Ontario M5H 1T1.

Additional information concerning the Corporation is available online at www.sedar.com.

DIRECTORS' APPROVAL OF CIRCULAR

The contents and the sending of this Information Circular to the Shareholders have been approved by the Board.

DATED at Toronto, Ontario this 9th day of June, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Nick Tintor*"

Nick Tintor
Chairman

SCHEDULE "A"

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation was accepted as a Tier 2 Corporation by the TSX Venture Exchange and completed the listing of its shares on the TSX Venture Exchange on April 4, 2005.

The Board of Directors currently consists of five (5) members, as noted herein, three (3) of whom, Mr. John Cook, Mr. James Garcelon and Mr. Mark B. Keatley, are independent pursuant to National Instrument 52-110 - *Audit Committees*.

The Directors explicitly assume responsibility for the stewardship of the Corporation, and as part of the overall stewardship responsibility, should assume responsibility for the following matters:

1. Adoption of a strategic planning process;
2. The identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
3. Succession planning, including appointing, training and monitoring senior management;
4. A communications policy for the Corporation, and
5. The integrity of the Corporation's internal control and management information systems.

Candidates of the Board will be recommended to the Board by the Chief Executive Officer and other members of the Board. The Board will then recommend the nominees to the shareholders for election at the annual meeting. In selecting nominees as new directors, the Board will assess the ability to contribute to the effective management of the Company, taking into account the needs of the Company and the individual's background, experience, perspective, skills and knowledge that is appropriate and beneficial to the Company.

Management and Directors will provide an orientation process for new directors, this includes providing background materials on the Company and its business practices. Additional educational sessions for directors on matters relevant to the Company and its business will be given when required. Directors are also encouraged to take advantage of other available educational opportunities that would further their understanding of the Company's business and enhance their performance on the Board.

The Chief Executive Officer will make recommendations to the full Board of Directors as to the form and amount of director compensation. The Company recognizes that it is important to set director compensation at an appropriate level so that no director's independence will be affected. Directors' compensation will be determined based on these principles as well as comparisons on compensation made by comparable companies to reflect appropriate compensation. The CEO's compensation program has two principal components: Base salary and Options. Base salary for the CEO of the Corporation is established based on industry standards and is also performance-based on expectations and goals. The Corporation grants Options to its CEO to properly reflect his industry experience, expertise and material contribution towards the success of the Corporation.

The Corporate Governance and Compensation Committee, together with the Board is responsible for ensuring that a process is in place for assessing the effectiveness of the Board and each of its committees, along with assessing the contribution of each individual Director at least on an annual basis. Mr. Tintor, Mr. Garcelon and Mr. Cook are members of the Corporate Governance and Compensation Committee.

The Audit Committee oversees the establishment of appropriate controls and fraud prevention. It also oversees the disclosures of financial information and the code of ethics. The Corporation encourages ethical business.

In addition to the above statement of corporate governance, the Corporation has a Code of Conduct in place, governing the conduct of the business of the Corporation by the directors, employees, advisors and consultants, as well a Statement of Social Responsibility and Environmental Policy, copies of which are attached as Schedule C and D, respectively.

SCHEDULE “B”

AUDIT COMMITTEE CHARTER

Purpose

To assist the board of directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company’s process for monitoring compliance with laws and regulations, and the code of conduct.

Authority

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Pre-approve all auditing and non-audit services.
- Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- Seek any information it requires from employees - all of whom are directed to cooperate with the committee’s requests or external parties.
- Meet with company officers, external auditors, or outside counsel, as necessary.

Composition

The audit committee will consist of at least three and no more than six members of the board of directors. The board or its nominating committee will appoint committee members and the committee chair.

Each committee member will be both independent and financially literate. At least one member shall be designated as the “financial expert,” as defined by applicable legislation and regulation.

Meetings

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

Responsibilities

The committee will carry out the following responsibilities:

Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.

- Review with management and the external auditors the results of the audit, including any difficulties encountered.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing standards.
- Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
- Review interim financial reports with management and the external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.

Internal Control

- Consider the effectiveness of the Company's internal control system, including information technology security and control.
- Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit

- Review with management and the chief audit executive the charter, plans, activities, staffing, and organizational structure of the internal audit function.
- Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive.
- Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *Standards for the Professional Practice of Internal Auditing*.
- On a regular basis, meet separately with the chief audit executive to discuss any matters that the committee or internal audit believes should be discussed privately.

External Audit

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
- Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
- Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the Company, including non-audit services, and discussing the relationships with the auditors.
- On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Review the process for communicating the Code of Conduct to company personnel, and for monitoring compliance therewith.
- Obtain regular updates from management and company legal counsel regarding compliance matters.

Reporting Responsibilities

- Regularly report to the board of directors about committee activities, issues, and related recommendations.
- Provide an open avenue of communication between internal audit, the external auditors, and the board of directors.
- Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
- Review any other reports the company issues that relate to committee responsibilities.

Other Responsibilities

- Perform other activities related to this charter as requested by the board of directors.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the committee's and individual members' performance on a regular basis.

**SCHEDULE “C”
MIDLANDS MINERALS CORPORATION
CODE OF CONDUCT**

Introduction Policy

Midlands Minerals Corporation (the “**Corporation**”) is committed to fair dealing and integrity in the conduct of its business. This commitment is based on a fundamental belief that business should be conducted honestly, fairly and in compliance with both the spirit and the letter of applicable laws. The Corporation expects all its Advisors, members of its Board of Directors, and all its Employees to share its commitment to high standards.

This Policy outlines the Corporation’s Code of Business conduct (the “**Code**”) which applies to all Employees, Advisors, and members of the Board of Directors. For purposes of this Code, “Employee” means any person holding a full-time, part-time or contracted salaried or paid position with the Corporation, or a person who is receiving other forms of compensation for time and or services.

The Code is in place to ensure that everyone at the Corporation is working with the sole purpose of doing what is best for our shareholders with no real or perceived conflict of interest. In the exploration and development business, there are no higher ethical values than truth, honesty and professionalism.

This Code also covers all matters related to any potential conflict that could result from knowledge of insider information and the confidentiality that is implicit within the release of insider information other than through recognized public vehicles for disseminating information to the public. The Code also implies a “blackout” period with respect to the buying and selling of shares where insider information is a factor. The Code also covers the obligation that each employee, advisor or member of the board has to report any business practice or behaviour that is unbecoming of Midlands Minerals Corporation.

Our reputation is our most important asset and it has taken many years to build that. As such, we cannot allow our reputation and hence the livelihood of everyone working at the Corporation to be put at risk by actions of any one individual. The Code is designed to inform you about the Corporation’s principles and values and what the Corporation considers appropriate business practice and behaviour.

Compliance with this Code by Advisors, members of the Board of Directors, Officers and all Employees of the Corporation is mandatory and is one of the conditions of employment, association and membership to the Corporations’ Board of Directors.

Understanding the Code

Each person should apply the Code using common sense and with the intention of complying fully with both the written words and the spirit underlying those word.

If a person is in doubt about the application of the Code, the person should discuss the matter with the Chief Executive Officer or with the Chief Financial Officer in a timely manner.

Monitoring Procedures

If a person becomes aware of, or suspects, a contravention of the Code, the person must promptly and confidentially advise the Corporation. The matter will be investigated and dealt with.

Each year, every Employee and members of the Board of Directors will be asked to review the Code and will be reminded of their responsibility to advise the Company if they are not in compliance with the Code or if they are aware of any contravention of the Code.

SCHEDULE “D”
STATEMENT OF SOCIAL RESPONSIBILITY & ENVIRONMENTAL POLICY

Midlands Minerals Corporation is a junior gold and diamond exploration company, and its exploration objective is the discovery and development of mineral resources that can be mined profitably. The Corporation works to minimize the social and environmental impact in all its exploration activities, and puts the health and safety of its employees first and foremost.

Currently, Midlands Minerals operates in Ghana and Tanzania. The Corporation and its employees interact well and effectively with the host and local communities to ensure that its exploration activities do not compromise the values of the local communities.

The Corporation is committed to its policy on the Environment, Health and Safety (“EHS”) issues and it undertakes to:

- Comply with EHS regulatory requirements in Canada and in the countries in which the Corporation operates;
- Provide information on EHS to locally hired personnel;
- Develop and use EHS practices that are efficient and apply these in all the Corporation’s exploration activities;
- Require contractors and consultants to comply with applicable legislation and local regulatory requirements;
- Reclaim exploration and mining sites in compliance with applicable regulations and site specific requirements in the countries in which the Corporation is operating.

The Corporation’s aim is to minimize inevitable environment impacts associated with daily operations and regularly reviews its environment policies and business practices to ensure any impact to the environment is minimized and improvements are made.

The Corporation actively seeks opportunities to minimize consumption of energy and strongly encourage reducing resources used and recycling of recyclable resources.

Such EHS practices will be reviewed from time to time to take into account legal, technical, and economic developments.