

OFFICER'S CERTIFICATE

To: **ONTARIO SECURITIES COMMISSION**
BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION

Re: Annual and Special Meeting (the "**Meeting**") of Shareholders
Scheduled to be held on July 9, 2015

The undersigned, Stephen Gledhill, the duly-appointed Chief Financial Officer of Midlands Minerals Corporation (the "**Corporation**"), hereby certifies for and on behalf of the Corporation, and not in his personal capacity, that the Corporation:

- (a) has arranged to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") to all beneficial owners of the Corporation at least 21 days before the date fixed for the Meeting;
- (b) has arranged to have carried out all the requirements of NI 54-101 in addition to those described in paragraph (a); and
- (c) is relying upon section 2.20 of NI 54-101.

Dated this 17th day of June, 2015

MIDLANDS MINERALS CORPORATION

per: "Stephen Gledhill"

Stephen Gledhill
Chief Financial Officer