



Midlands Minerals Corporation
 (“Corporation”)

FORM OF PROXY (“PROXY”)

Annual and Special Meeting
Thursday, July 9th, 2015 10:00 AM EDT
120 Adelaide St W, Suite 2400,
Toronto, ON M5H 1T1
 (“Meeting”)

RECORD DATE: June 9, 2015
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: July 7, 2015 at 10:00 AM EDT

VOTING METHODS

INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES INC.* 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Mr. Craig Pearman, President and Chief Executive Officer** of the Corporation, or failing him, **Mr. Stephen Gledhill, Chief Financial Officer**, (“Management Nominees”), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

- | | | |
|--|--------------------------|--------------------------|
| 1. Increase Board Size from 5 to 6 | FOR | AGAINST |
| Management recommends that the Board consist of a minimum of three (3) and a maximum of fifteen (15) Directors. Currently, there are five (5) members of the Board. In order for the Board nominees to be elected by the Shareholders at the Meeting, the size of the Board must be increased to six (6) persons. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of Directors | FOR | WITHHOLD |
| a) Mr. John Cook | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Mr. James Garcelon | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Mr. Mark B. Keatley | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Mr. Craig Pearman | <input type="checkbox"/> | <input type="checkbox"/> |
| e) Mr. Nick Tintor | <input type="checkbox"/> | <input type="checkbox"/> |
| f) Mr. Don Dudek | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-appointment of Auditors | FOR | WITHHOLD |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Setting the Number of Directors | FOR | AGAINST |
| At the Meeting, Shareholders will be asked to consider, and if deemed advisable, pass a special resolution authorizing the Board to determine the number of Directors within the minimum and maximum number set forth in the Articles of the Corporation and the number of Directors to be elected at the annual meeting of the Shareholders. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval of Stock Option Plan | FOR | AGAINST |
| On May 19, 2004, the Directors adopted a Stock Option Plan, in substantially its current form, which was subsequently approved by the Shareholders (the “Stock Option Plan”). 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 (as defined in the Stock Option Plan), 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. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of Name Change | FOR | AGAINST |
| 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 TSX Venture Exchange. | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of Share Consolidation | FOR | AGAINST |
| 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 each 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. | <input type="checkbox"/> | <input type="checkbox"/> |

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

PLEASE PRINT NAME

Signature of Registered owner(s) Date (MM/DD/YYYY)

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TMX Equity Transfer Services Inc.** before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

TMX Equity Transfer Services Inc.* offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

Click on, "*Register Online Now*" and complete the registration form. Call us toll free at 1-866-393-4891 with any questions.

*TMX Equity Transfer Services Inc. is operating the transfer agency and corporate trust business in the name of Equity Financial Trust Company for a transitional period.

TMXEquityTransferServices.com
VANCOUVER CALGARY TORONTO MONTRÉAL

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements, and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am a security holder of the Corporation, and as such request the following:

- Annual Financial Statements with MD&A
(Mark this box if you would like to receive the Annual Financial Statements and related MD&A)
- Interim Financial Statements with MD&A
(Mark this box if you would like to receive the Interim Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593.

MIDLANDS MINERALS INC.
FISCAL YEAR – 2015