

MIDLANDS MINERALS CORPORATION
1220 Sheppard Avenue East, Suite 402
North York, Ontario
M2K 2S5

FILED VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8

TSX Venture Exchange
130 King Street West, 3rd Floor
Toronto, Ontario, M5X 1E5

Attention: Continuous Disclosure

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Dear Sirs/Mesdames:

RE: Material Change Report

1. The name of the reporting issuer is **Midlands Minerals Corporation** ("Amalgamated Midlands" or the "Company"), whose principal office is at 1220 Sheppard Avenue East, Suite 402, North York, Ontario, M2K 2S5.
2. The material change occurred on June 2, 2004.
3. A Press Release was published on the CCN Matthews - TSX Venture Exchange Disclosure on June 7, 2004.
4. Amalgamated Midlands announced that on June 2, 2004, the amalgamation of Grand Oakes Resources Corp. ("Grand Oakes") with Midlands Minerals Corporation ("Private Midlands") had been effected.

The Company also announced that it would be offering up to 4,651,163 units priced at 43¢ per unit for gross proceeds of up to \$2 million.

5. **Amalgamation of Midlands and Grand Oakes**

The amalgamated company continues under the name Midlands Minerals Corporation. As a result of the amalgamation, the shareholders of Grand Oakes were issued one (1) common share of Amalgamated Midlands for each four point five (4.5) shares of Grand Oakes they previously held. The shareholders of Private Midlands were issued one (1) common share of Amalgamated Midlands for each share of Private Midlands they previously held and one (1) warrant of Amalgamated Midlands for each warrant of Private Midlands previously held. The current outstanding capital of Amalgamated Midlands is 18,116,024 common shares and 1,409,233 warrants to purchase common shares at \$0.43 per share until December 31, 2005.

Amalgamated Midlands has applied for listing on the TSX Venture Exchange ("TSXV"). Northern Securities Inc., subject to completion of satisfactory due diligence, has been retained by Amalgamated Midlands to act as sponsor in connection with its proposed listing on TSXV. An agreement to sponsor should not be construed as any assurance with respect to the merits of Amalgamated Midlands or the likelihood of completion of the listing process.

Offering of up to 4,651,163 Units (each a “Unit”)

Each Unit will consist of one (1) common share and one (1) share purchase warrant entitling the holder to acquire an additional common share at a price of 43¢ per share for a period of 24 months from the date of listing of the common shares of Amalgamated Midlands on TSXV. The offering is anticipated to close on or before June 30, 2004. IBK Capital Corp. will be acting as Midlands’ agent on a best efforts basis in connection with this placement.

Completion of the transactions is subject to a number of conditions, including but not limited to, stock exchange approval. There can be no assurance that the transactions will be completed as proposed or at all.

The Company has a 109 sq km gold property in Ghana, The Kwahu Praso Project, located on the north-east end on the Ashanti GoldBelt. In addition, the Company has two contiguous gold and diamond properties totalling 65 sq km in the Lake Victoria Goldfields in Tanzania. An airborne magnetic survey done by Fugro Airborne Services Limited identified 82 kimberlite targets on the properties. Initial RC drilling, supervised by Watts, Griffis and McOuat Limited was completed in mid April, 2004. There were 11 RC drill holes on gold targets and 3 on kimberlite targets. The reports from the initial drilling program are pending.

6. The report is not being filed on a confidential basis in reliance on Section 75(3) of the Securities Act (Ontario).
7. No information is omitted because it is to be kept confidential.
8. Ms. Kim F. Harris, Managing Director and C.E.O. of the Company can be contacted at (416) 492-6992 concerning this report.
9. The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 9th day of June, 2004.

MIDLANDS MINERALS CORPORATION

“Kim F. Harris”

Per:

KIM F. HARRIS
MANAGING DIRECTOR & C.E.O.