

MIDLANDS MINERALS CORPORATION

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MIDLANDS MINERALS CORPORATION, 1220 Sheppard Avenue East, Suite 402, Toronto, Ontario, Canada M2K 2S5.

Item 2. Date of Material Change

June 9, 2006

Item 3. News Release

The Press Release was sent on June 9, 2006 via Canada NewsWire—Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Kim F. Harris, CEO, (416) 492-6992

Item 9. Date of Report

June 9, 2006

MIDLANDS MINERALS CORPORATION ANNOUNCES APPOINTMENT OF VICE PRESIDENT EXPLORATION

TSX-VN: "MEX"

TORONTO CANADA, JUNE 9th, 2006: Kim Harris, Chief Executive Officer, Midlands Minerals Corporation ("Midlands" or the "Company") is pleased to announce the appointment of Marc Boisvert P. Eng. to the position of Vice President Exploration, and Isaac Adjovu to the position of Regional Exploration Manager, Africa. Both appointments are effective immediately.

Marc Boisvert has over 25 solid years of field experience and played a major role in the Troilus Gold Mine discovery. The Troilus gold deposit is located in Northern Quebec, Canada. Construction of this open pit mine commenced in 1994 and by early 1997, Troilus was in production. Marc Boisvert and his team were credited with this discovery. From 1999 to October 2003, Marc Boisvert was the Exploration Manager in Tanzania for Barrick Gold Corporation, where he significantly grew Barrick Gold's land position. He was also a Vice President and Director of Barrick Exploration Africa Ltd, Pangea Minerals, and a Director of Kabanga Nickle. Marc Boisvert has worked for other major mining companies including Noranda Inc. and Inmet Mining Corporation.

Marc Boisvert brings significant strength and experience to the Company. He is by training, a geologist and engineer, and is a member in good standing, of the Quebec Engineering Association and the Quebec Mineral Exploration Association.

The Company is also pleased to announce the appointment of Isaac T. Adjovu to the position of Regional Manager, Africa, operating out of Accra, Ghana. Isaac Adjovu is a geologist who brings over 20 years of field experience to the company. Isaac has worked with B. R. G. M. as an Exploration Geologist for five years and a senior geologist with Ashanti Goldfields Company for five years. More recently Isaac worked for over two years as a consulting geologist for Newmont Mining Company on their Ghana projects. Isaac Adjovu has been the Chief Executive of Geodita Resources Ltd. for the past six years and is a member of the Ghana Institute of Geoscientists.

Midlands' primary focus is on gold projects in Tanzania and Ghana. "Both Marc Boisvert and Isaac Adjovu bring significant combined field experience in the countries where Midlands is focussed", said Kim Harris.

The company has just completed NI 43-101 Technical Reports on the Kwahu Praso and Sian properties in Ghana and a report on recent soil geochemistry on the Kaniago, a Midlands Ghana gold property, is underway.

Work in Tanzania resumes on June 17th 2006 on the New Kilindi gold property, and on June 26th, 2006 on the Itilima project, with drilling expected to be underway on the Itilima within a few months. "We have a lot of work to do out there and we have a well organized exploration program in effect. We are pleased to have Marc Boisvert leading our exploration activities as a Vice President of the Company", said Kim Harris.

Forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the company to be materially different from actual results and achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these

forward-looking statements, which speak only as of the date the statements were made and the readers are also advised to consider such forward looking statements while considering the risks inherent in the business of mineral exploration.

The TSX-V has in no way passed upon the merits of this news release nor have they approved or disapproved of the contents of this press release.

For further information, please contact:

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