

Notice Declaring Intention to be Qualified under National Instrument 44-101
Short Form Prospectus Distributions ("NI 44-101")

September 15th, 2006

To: British Columbia Securities Commission
And to: Alberta Securities Commission
And to: Ontario Securities Commission

Midlands Minerals Corporation (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. ***This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction.*** This notice will remain in effect until withdrawn by the Issuer.

Midlands Minerals Corporation

"Original signed by Kim F. Harris"

Kim F. Harris
President and Chief Executive Officer