

MIDLANDS MINERALS CORPORATION

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MIDLANDS MINERALS CORPORATION, 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario,
M2K 1E3

Item 2. Date of Material Change

May 13, 2008

Item 3. News Release

The Press Release was sent on May 13, 2008 via Marketwire — 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, President and CEO, (416) 492-6992

Item 9. Date of Report

May 20, 2008

**MIDLANDS MINERALS FILES NI 43-101 ON GHANA SIAN GOLD AND APPOINTS NEW CHIEF OPERATING OFFICER****TSX-V:MEX**

Toronto, Canada May 13, 2008: Midlands Minerals Corporation (“Midlands” or the “Company”) today announced the Company has filed a National Instrument 43-101 Technical Report on the gold Resource Estimate on the Sian Project in Ghana. Sian, which is a fully permitted past open pit gold producer, is located on the prolific Ashanti Goldbelt, just 30 kilometres northeast of Newmont Mining’s 8.7 million ounce Akyem gold deposit. The Sian gold mineralization type is a silica-carbonate alteration with disseminated pyrite similar to that found at Newmont’s Akyem gold deposit.

Kim Harris, President and Chief Executive Officer today, also announced the appointment of Joe B. Hinzer, P.Geo, to fill the position of Chief Operating Officer (COO). Mr Hinzer is well acquainted with the geology of West Africa where he spent more than eight years exploring the Birimian structures including five years as general manager of the Afema Gold Mine in Cote D’Ivoire. With 36 years of hands-on mineral exploration experience, including more than eight years with the international consulting geological and engineering firm - Watts Grifffis & McQuat Limited (WGM), Mr. Hinzer has held progressively senior positions including the position of President of WGM since 2004.

“Midlands is focused on the Sian gold project in Ghana where the resource has increased significantly in the past few months. The Company has an aggressive exploration program planned for Sian for 2008 and 2009, and we are very pleased to have Joe Hinzer as part of our management team, given his knowledge and experience in West Africa.”, said Kim Harris.

Following approximately 11,000 meters of drilling on the Sian project in 2007, Midlands retained the services of Geostat Systems International Inc. to conduct a resource estimation under the supervision of Claude Duplessis, P. Eng, and Yann Camus, P. Eng, both Qualified Persons within the meaning of National Instrument 43-101. The Technical Report, which can be viewed at www.sedar.com and on the Company’s Web Site at www.midlandsminerals.com, is a National Instrument 43-101 compliant report and indicates the following:

- indicated resource on Sian increased by 92% up from 100,000 ounces of gold to 192,400 ounces (2,568,000 tonnes at 2.33 g/t Au)
- the inferred resource has increased by 103% from 100,000 ounces of gold to 203,350 ounces (2,694,000 tonnes at 2.35 g/t Au%).

“I am pleased to have the opportunity to lead the technical team for Midlands and to share the benefits of my West African experience. I spent some time on the Sian project and have seen first hand, the extensive distribution of gold mineralization throughout Midlands’ Sian property and the Company’s other Ghana holdings. The prospects are very promising and I am looking forward to the work ahead”, said Joe Hinzer, P.Geo, Chief Operating Officer.

Mr Hinzer is currently Chairman of the Toronto Branch of the Canadian Institute of Mining, Metallurgy and Petroleum, a Member of the Association of Professional Geoscientists of Ontario, a Director of the Prospectors and Developers Association of Canada (PDAC), and a Fellow, Geological Association of Canada. Mr. Hinzer holds an M.Sc. in Geology from the University of Western Ontario, Canada and a B.Sc. in Earth Sciences from the University of Waterloo, Canada.

ABOUT MIDLANDS MINERALS

Midlands is a growth oriented and value based gold exploration company operating in Ghana and Tanzania, two stable low risk countries with a history of gold mining. The Company mitigates potential risk to investors by operating in two safe countries with well established mining laws, and by having several high quality projects located near major gold deposits and on known prolific gold producing belts.

The Company has a highly qualified management and technical team with extensive experience in the countries in which the Company operates. The Company's priority project is the fully permitted and past gold producer, Sian gold project, located on the Ashanti Gold Belt in Ghana. For more information on the Company, please visit Midlands' investor relations website at www.agoracom.com/IR/MidlandsMinerals or email MEX@agoracom.com.

Midlands Minerals is one of 30 companies covered in the **Haywood Securities Junior Exploration Index**. The Haywood Junior Explorer Index ("HJEI") tracks the performance of the group of junior exploration companies relative to the market. The HJEI is a bi-monthly publication by Haywood Securities Inc. Midlands Minerals Corporation is also covered by e-Research and Objective Capital Limited (UK)

The scientific and technical information contained in this press release has been reviewed by Marc Boisvert, P.Eng., Vice President Exploration, who is a Qualified Person within the meaning of National Instrument 43-101.

On behalf of the Board

Kim Harris
President and Chief Executive Officer

For further information, please contact:

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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

SUMMARY: RESOURCE ESTIMATION - SIAN GOLD PROJECT, GHANA

Midlands Minerals				
Sian gold deposit Ghana				
INDICATED				
Zone		Tonnage	Au g/t	Ounces
Main Esaase	Bloc model	2 568 000	2.33	192 400
INFERRED				
Zone		Tonnage	Au g/t	Ounces
Main Esaase	Bloc model	997 000	1.95	62 500
Others	Section model	1 697 000	2.58	140 850
Total	Combined	2 694 000	2.35	203 350
Resources above 0.5g/t cut-off				
		SG 2.8	numbers	rounded

Midlands Minerals				
Sian gold deposit Ghana				
INDICATED				
Zone		Tonnage	Au g/t	Ounces
Main Esaase	Bloc model	1 716 000	2.96	163 550
INFERRED				
Zone		Tonnage	Au g/t	Ounces
Main Esaase	Bloc model	618 000	2.53	50 200
Others	Section model	1 226 000	3.19	125 750
Total	Combined	1 844 000	2.97	175 950
Resources above 1.49g/t cut-off				
		SG 2.8	numbers	rounded

Certain statements contained in this news release constitute forward-looking statements. Such 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. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect.

The Company adds a cautionary statement to the effect that the potential quantity and grades referred to in this press release are conceptual in nature and there has been insufficient exploration to define a mineral resource. Further, the Company is uncertain if further exploration will result in discovery of a mineral resource. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are also advised to consider such forward looking statements while considering the risks inherent in the business of mineral exploration. For more information, investors should review the Company's filings that are available at www.sedar.com.