

PRESS RELEASE: 1 MAY 2003

Grand Oakes Resources Corp.
57 Temperance Street
Toronto, Ontario M5H 3V5

News Release:

Date May 1, 2003

Grand Oakes Resources Corp. and Midlands Minerals Corporation agree to amalgamate.

Grand Oakes Resources Corp. announces that it has entered into an agreement with Midlands Minerals Corporation by which the two companies will amalgamate. Midlands Minerals Corporation is a private Canadian company that has been established to explore and develop its gold prospects in Ghana and Tanzania. Grand Oakes Resources Corp. is a Canadian public company which has been dormant and has been actively seeking to reactivate.

It is proposed that the companies will amalgamate on a basis that will result in Grand Oakes Resources shareholders holding approximately 2.3% of the common shares of the amalgamated company to be outstanding following completion of the transaction, and in the shareholders of Midlands Minerals Corporation, including possible new investors, holding the balance of shares of the amalgamated company. Midlands Minerals Corporation is seeking funding to continue its exploration of its properties and for working capital.

Following completion of the transaction, the amalgamated company will explore Midlands properties.

It is a condition to the completion of the transaction that the shareholders of Grand Oakes Resources Corp. approve the transaction. Grand Oakes has scheduled a Special Meeting of Shareholders for this purpose to be held on June 30, 2003.

The transaction is subject to all necessary regulatory, shareholder and board approvals.

The Corporation also announces that Messrs Mourin, Holmstead and Klyman have resigned as directors of the corporation, and have been replaced by Kim Harris, Noel Nedrick and Edward Harris.

On behalf of the board of Grand Oakes Resources Corp:

"Kim Harris"

President