



**FOR IMMEDIATE RELEASE**

**TSX-V: MEX**

**OCTOBER 1, 2008**

**MIDLANDS MINERALS ANNOUNCES ADOPTION OF  
A SHAREHOLDER RIGHTS PLAN**

Toronto, Canada, October 1, 2008: Midlands Minerals Corporation (“Midlands” or the “Company”) is pleased to announce that the Company’s Board of Directors has adopted a shareholder rights plan (“Rights Plan”) effective September 30, 2008. The Rights Plan is effective immediately subject to ratification by the Company’s shareholders within six months.

The Rights Plan is designed to provide adequate time for shareholders of Midlands and the Board of Directors to consider and evaluate any unsolicited take-over bid for the Company; to provide the Board of Directors with adequate time to identify, develop, and negotiate alternatives for maximizing shareholder value; to provide shareholders with an equal opportunity to participate in any take-over bid; to encourage the fair treatment of shareholders in the event of any bid for Midlands, and to give shareholders adequate time to make an informed decision about any proposed transaction.

Midlands is not aware of any pending or threatening bid for the Company. The Rights Plan, which has a term of three years, is similar to those adopted by other Canadian publicly listed companies and is consistent with current Canadian corporate practice.

The rights issued under the Rights Plan (“the Rights”) will become exercisable only if a person, together with his or her affiliates, associates and joint actors acquires or announces the intention to acquire beneficial ownership of Midlands common shares which, when aggregated with current holdings, total 20% or more of Midlands’ outstanding common shares (determined in the manner set out in the Rights Plan), other than a Permitted Bid (as defined in Rights Plan).

A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws, and, among other conditions, must remain open for 60 days and may be taken up only if more than 50% of the shares held by shareholders other than the bidder have been tendered to the take-over bid.

In the event that the take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the Rights will entitle shareholders, other than shareholder making the take-over bid, to purchase additional common shares of Midlands at a substantial discount to the market price of the common shares at that time. For further information on the Rights Plan, please visit [www.sedar.com](http://www.sedar.com) or the Company’s Web Site at [www.midlandsminerals.com](http://www.midlandsminerals.com).

**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 geopolitically 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](http://www.agoracom.com/IR/MidlandsMinerals) or email [MEX@agoracom.com](mailto:MEX@agoracom.com).

**On behalf of the Board**

Kim Harris  
President and Chief Executive Officer

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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.

Midlands Minerals is one of 40 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.

*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](http://www.sedar.com).*