

TSX VENTURE EXCHANGE



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March 23, 2006

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Midlands Minerals Corporation  
1220 Sheppard Ave. E., Suite 402  
Toronto, ON

Attention: Kim Harris

Dear Madame:

Re: Midlands Minerals Corporation (the "Company") – Submission #112220  
Warrant Extension

TSX Venture Exchange has consented to the extension in the expiry date of the following warrants:

**Private Placement:**

# of Warrants:	1,334,233
Original Expiry Date of Warrants:	May 28, 2006
New Expiry Date of Warrants:	April 4, 2007
Exercise Price of Warrants:	\$0.43

These warrants were issued pursuant to a private placement of 1,334,233 shares with 1,334,233 non-transferable share purchase warrants attached, which was completed prior to the company being listed on TSX Venture Exchange.

This fax will be the only copy you receive. Should you have any questions, please contact the undersigned.

Yours truly,

Mark Bellefontaine  
Senior Analyst  
Listed Issuer Services

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*Review of listed issuer's document(s) is for the sole purpose of determining compliance with our rules, policies, rulings, forms, instructions and regulations. Our comments should not be relied upon as legal advice. Each applicant and listed issuer is responsible for determining its compliance with applicable corporate and securities laws. We are not responsible for the adequacy or accuracy of any document(s) made by an applicant or listed issuer with respect to such laws.*