

CORPORATE GOVERNANCE COMMITTEE CHARTER

MIDLAND EXPLORATION INC.

(the “Corporation”)

1. COMPOSITION

The Committee shall be comprised of at least three directors as determined by the Board. The majority of the members of the Committee shall be independent, within the meaning of 52-110.

The appointment of members to the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected. If the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue to serve as members until their successors are validly appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors.

Unless a chairman is appointed by the Board, the members of the Committee may designate a chairman by a majority vote of all Committee members.

2. MEETINGS AND PROCEDURES

The Committee shall meet at least annually, or more frequently if required.

At all meetings of the Committee, every item brought to resolution shall be decided by a majority of the votes cast. In the case of an equality of votes, the chairman shall not be entitled to a second vote.

Quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.

Each member (including the chairman of the Committee) is entitled to one vote in Committee proceedings.

The Committee meets as required with the President and Chief Executive Officer of the Corporation to discuss any issue relevant to the execution of its mandate. Furthermore, the Committee has the authority to hire the services of outside advisors, from time to time, when it is necessary to do so for carrying out its mandate.

The Committee shall, at the meeting of the Board following its own meeting, report to the directors on its work, activities and recommendations.

3. DUTIES AND RESPONSIBILITIES

The mandate of the Committee is to ensure that the Corporation, its management, directors and members serve in the best interest of its shareholders and that its actions are conducted in a professional and transparent manner and in conformity with applicable laws.

More specifically, and without limiting the scope of its mandate, the duties of the Committee include the following:

- (1) to establish and monitor the application of the corporate governance principles and practices of the Corporation and to ensure that the Corporation adheres to best practices, laws and regulations pertaining to corporate governance;
- (2) to review criteria established by the Corporation with respect to the size, composition and duties of the Board and its committees and reassess these criteria on a regular basis for their appropriateness and adherence to government and regulatory requirements and regulations;
- (3) to review and make recommendations with respect to the disclosure required concerning corporate governance to be contained in public disclosure documents circulated by the Corporation from time to time;
- (4) to determine the specific profiles and criteria that must be used for the selection of nominees to the Board and recommend new nominees to the Board in consultation with the Chairman and President and Chief Executive Officer of the Corporation;
- (5) to recommend to the Board nominees to fill vacancies on the Board;
- (6) to review and assess the independence of each director;
- (7) to make recommendations to the Board as to the composition of the committees of the Board (including this Committee);
- (8) to ensure that the Corporation has and abides by, policies outlining its social, environmental and employee well-being responsibilities;
- (9) to review and recommend to the Board mandates for committees of the Board;
- (10) to adopt and keep track of the application of the Corporation's conflict of interest, confidentiality and trading restrictions policies; and
- (11) to monitor and manage potential conflicts of interest of management, members of the board and shareholders as well as their compliance to the Corporation's policies.

APPROVED BY THE CORPORATE GOVERNANCE COMMITTEE ON SEPTEMBER 25, 2012
APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 20, 2012

(S) Gino Roger

Gino Roger, Chief Executive Officer

(S) René Branchaud

René Branchaud, Secretary