



**First Quarter
Interim Report
Three Months Ended March 31, 2006**

Dublin Office
74 Haddington Road
Dublin 4, Ireland
Tel : (353) 1-667-7611
Fax : (353) 1-667-7622
E-mail : www.moydow.com

Toronto Office
Suite 1220, 20 Toronto Street
Toronto, Ontario M5C 2B8
Tel : (416) 703-3751
Fax : (416) 367-3638
E-mail : info@moydow.com

Message to Shareholders

Dear Shareholder,

During the quarter under review your Company has concentrated its exploration efforts on those projects which management believe will provide the greatest value to you, the shareholder.

To this end, most of the work during the period has focused on bringing the Port Loko project in Sierra Leone to feasibility and finding targets on the Dala diamond project in Angola.

At Port Loko in Sierra Leone, where Moydow is earning a 60% interest in this bauxite project, CAM llc of Denver was appointed to produce a feasibility study. Moydow has recently received initial estimates of ore grade, tonnages, capital and operating costs and at this stage it appears that the project will be feasible. It is anticipated that the full feasibility will be completed shortly with a view to bringing the project towards production.

At Dala, our diamond project in Angola, work has continued apace. Your Company has now applied for the kimberlite licence for the area and has posted a US\$1 million bond with Endiama for this purpose. This bond is repayable once Moydow has incurred expenditures of US\$1 million on the licence. Your Company has now outlined several anomalies which we intend to drill in the next two months. Of particular interest is a large (eight hectare) low gravity anomaly which is coincident with a group of known diamond occurrences on the property. It is in this area which we will concentrate our efforts.

We are continuing to work on our gold properties. Drilling at Okumpreko in Ghana has now been completed and we are awaiting the collation of the final results. Also in Ghana drilling is due to commence on the Hwidem project in the next week. This prospective project lies on the Ahafo belt and is surrounded by Newmont property.

Also, during the period under review, Moydow and Diamond Fields have continued to work together towards a merger of the two companies in the near future. It is currently anticipated that the transaction will be presented to the shareholders of both companies within the next several weeks.

In the coming months a new Moydow will emerge with a renewed focus. With the proposed transaction with Diamond Fields, we will join the club of diamond producers and we will have some of the most prospective exploration projects in Africa.

“Signed”

Brian Kiernan
President and CEO

May 12, 2006

Management's Discussion and Analysis of Financial Condition And Operating Results

General

This interim management discussion and analysis ("MD&A") is a review of Moydow's financial and operating results for the first quarter ending March 31, 2006 and is compared with those for the corresponding quarter of 2005. In order to better understand the MD&A, it should be read in conjunction with the audited consolidated financial statements of the Company and notes thereto for the year ended December 31, 2005. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The reporting currency for the Company is the United States dollar, and all amounts in the following discussion are in United States dollars unless otherwise noted. This discussion is based on information available to May 12, 2006.

Company Overview

Moydow Mines International Inc. ("Moydow" or the "Company") is an international exploration company with primary interests in precious metals, diamonds and industrial minerals. Exploration activities are focused principally in Africa. Moydow Mines' common shares are listed on both the Toronto Stock Exchange and the Alternative Investment Market ("AIM") of the London Stock Exchange (symbol "MOY"). For further information on the Company, please visit our website at www.moydow.com or view our public filings on the SEDAR website at www.sedar.com.

On March 1, 2006, the Company announced that it had reached an agreement with Diamond Fields International Ltd. ("Diamond Fields") effective February 28, 2006; pursuant to which, Moydow common shareholders will exchange their Moydow securities for securities of Diamond Fields (the "acquisition"). Diamond Fields is engaged in mineral exploration and development worldwide.

As a condition to the acquisition, Moydow is required to complete a private equity placement (the "placing") to raise net proceeds of at least \$1.8 million. Upon completion of the placing and the satisfaction of all conditions and regulatory requirements, Moydow's shareholders will exchange all of their Moydow common shares, including shares to be issued, as part of the placing for a total of 75,412,208 Diamond Fields' shares, with warrants and options of Moydow being exchanged for warrants and stock options of Diamond Fields in proportion to the share exchange. Diamond Fields will acquire all the issued shares of Moydow and the shares to be issued pursuant to the placing. Diamond Fields currently has outstanding 113,118,312 common shares. Upon completion of the proposed acquisition, Diamond Fields will have 188,530,520 common shares in issues of which Moydow's shareholders (including the shareholders pursuant to the placing) will own 40%.

The acquisition is subject to, among other things, receipt of all necessary regulatory, court and stock exchange approvals, Moydow's shareholder approval, a valuation and/or fairness opinion by each Company and lock-up agreements executed by the Chairman and Chief Executive Officer of the Company under which they have agreed to vote in favour of the merger and entry of the parties into a definite agreement. In the event that the merger is not completed under certain circumstances, the party who terminates the agreement will be required to pay to the other a break fee of \$0.25 million.

Subsidiaries and affiliated companies of Moydow are organized internationally so that each has a specific geographic area or mineral project interest. Moydow provides administrative, technical and financial assistance to these companies.

Forward-Looking Statements

This MD&A contains "forward-looking statements" that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward-looking statements. Factors that could cause such differences include: changes in metal, equity markets, results of exploration and related expenses, drilling activity, sampling and other data, currency exchange rates, change in governments, ability to raise finances and changes to regulations affecting the mining industry. Such forward-looking statements involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements.

Disclosure Controls and Procedures

As at March 31, 2006, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as at March 31, 2006 to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities.

Critical Accounting Estimates

Moydow's accounting policies are described in note 2 to the Consolidated Financial Statements for the year ended December 31, 2005. Set out below is a discussion of the application of Moydow's critical accounting policies that require the Company to make assumptions about matters that are uncertain at the time the accounting estimate is made, and where different estimates that could reasonably have been used in the current period, or changes in the accounting estimate that reasonably likely to occur from period to period would have a material impact on Moydow's financial statements.

Carrying value of mineral properties

Acquisition costs of mineral properties, together with direct exploration and development expenses incurred thereon, are deferred and capitalized on a property by property basis. Upon reaching commercial production, these capitalized costs are transferred from exploration properties to producing properties on the consolidated balance sheets and are amortized into operations using the unit-of-production method over the estimated useful life of the estimated related ore reserves.

In the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, the carrying amount is written down accordingly and the write-down amount charged to operations. Such would be indicated where:

- Exploration activities have ceased;
- Exploration results are not promising such that exploration will not be planned for the foreseeable future;
- Lease ownership rights expire; or
- Insufficient funding is available to complete the exploration program.

The amount shown for mineral properties represents costs incurred to date net of recoveries from option or joint venture participants and write-downs, and does not necessarily reflect present or future values.

Overview of Exploration Activities, Contractual Obligations and Commitments

Dala project, Angola

The Company is party to two separate exploration projects with the same partners on the Dala property in Angola, relating to the exploration for kimberlite and alluvial diamonds.

Kimberlite diamonds

On December 16, 2005, the Company signed an agreement with Empresa Nacional De Diamantes De Angola (“Endiama”), the Angolan state diamond mining company and Cimader-Comercio Geral Limitada (“Cimader”), a local Angolan company, to explore for kimberlite (primary) diamonds on the Dala concession, located near the town of Saurimo, in north-east Angola. The concession comprises 3,000 square kilometres. Under the terms of the agreement, the Company can earn a 40% interest in the concession with the remaining percentages held by Endiama and Cimader. The Company entered into a separate agreement with Concord Minerals LLC (“Concord”), a private Nevada company, whereby Concord has the right to earn up to 50% of Moydow’s interest in the concession by funding exploration expenditures under Moydow’s agreement with Endiama and Cimader. To maintain their interest, the Company and Concord will have to incur expenditures of not less than \$10 million on or before January 14, 2009. Cimader and Endiama have a free carried interest in the project. If Moydow or Concord decide

not to fund their percentage interest, then the non-funding party will be diluted on a straight-line percentage expressed as percentage of total expenditures.

Alluvial diamonds

On October 1, 2004, the Company signed an agreement with Endiama and Cimader to explore for alluvial diamonds on the Dala concession. Under the terms of the agreement, the Company and its strategic partner, Concord have a 23.3% and a 9.7% interest, respectively, in the concession with the remaining percentages held by Endiama and Cimader. To maintain their interest, the Company and Concord will have to incur expenditures of not less than \$5 million on or before October 1, 2007. Cimader and Endiama have a free carried interest in the project. If Moydow or Concord decide not to fund their percentage interest, then the non-funding party will be diluted on a straight-line percentage expressed as percentage of total expenditures

The Company's cumulative expenditures to March 31, 2006 amounted to \$2.23 million of which \$0.46 million was incurred during the first quarter of 2006.

On January 14, 2006, pursuant to the agreement with Endiama, Moydow posted a \$1 million bond with Endiama. In order for the bond to be refunded to Moydow, the Company must incur expenditures of \$1 million within six months of posting the bond to avoid forfeiture of the cash. As of March 31, 2006, the Company has spent \$0.46 million on the kimberlite licence as partial satisfaction towards this requirement to spend \$1 million.

Port Loko property, Sierra Leone

In September 2004, the Company entered into an option agreement, with Gondwana Investments Limited ("Gondwana"), a company incorporated in Luxembourg. The agreement allows Moydow to acquire up to a 60% interest in the Port Loko bauxite deposit by incurring exploration expenditure of \$1 million and produce and deliver a feasibility study on or before June 30, 2006. The agreement only covers bauxite and no other minerals on the property.

Cumulative expenditures to March 31, 2006 mounted to \$1.92 million of which \$0.28 million was incurred during the first quarter of 2006.

On October 24, 2005, the Company appointed Chlumsky Armbrust & Meyer ("CAM") to prepare a Bankable Feasibility Study on the Port Loko Bauxite Deposit in Sierra Leone, West Africa. CAM estimated the cost for the Bankable Feasibility Study to be \$0.15 million of which \$0.086 million was incurred as at March 31, 2006.

Ntotoroso property, Ghana

On December 8, 2003, the Company sold its wholly owned subsidiary, Moydow Limited (Isle of Man), which, following an internal restructuring, owned the Company's 50% joint venture interest in the Ntotoroso gold property in Ghana but no other mineral properties, to Newmont Mining Corporation ("Newmont").

In connection with the sale, the Company entered into a royalty agreement whereby the Company acquired the right to a net smelter return royalty of 2% on all recovered ounces of gold and silver produced from the Ntotoroso property after the first 1.2 million gold equivalent ounces for a consideration for \$0.25 million. No value has been ascribed to the royalty rights acquired by the Company.

Hwidem property, Ghana

On October 3, 2005, the Company was granted a two-year extension to its prospecting licence with respect to the Hwidem property, by the Minister for Lands, Forestry and Mines in Ghana. The licence area covers 24.7 square kilometres and it adjoins the Kenyase-Ntotoroso area currently under lease to Rank Mining Company Limited, a subsidiary of Newmont.

The Company incurred exploration expenditures on this property of \$0.03 million during the first quarter of 2006. The minimum exploration expenditures required to maintain the licence are \$0.52 million of which \$0.37 million had been spent as at March 31, 2006. If gold mineralization does not exist in sufficient quantities in the area to warrant completion of the work program, the Company is not liable for any shortfall on the minimum exploration expenditures.

Okumpreko property, Ghana

During the first quarter of 2006, exploration work continued on the Okumpreko gold property in Ghana where the Company carried out a 2,000 metre reverse circulation drilling program. Results from this drilling program will be provided on an on-going basis as they become available. The Company can earn a 40% interest in this gold project in return for direct expenditures of \$0.25 million incurred within one year of entering into the agreement, which was signed in September 2004. The Company can increase its interest to 51% by incurring additional exploration expenditure of \$0.25 million within two years of signing the agreement. Management is currently negotiating an extension to the terms of the agreement. Cumulative expenditures to March 31, 2006 amounted to \$0.37 million of which \$0.13 million was incurred during the first quarter of 2006.

Commitments

The Company, either directly or through certain joint ventures, has obligations to expend various amounts on its mineral properties and projects in order to keep its mineral property rights in good standing. All agreements are in the normal course of business.

Payments due (\$ thousand)	Total	Less than 1 year	1 to 3 years
Exploration and development	\$15,918	\$395	\$15,523

Segmented Information

The Company has one reportable operating segment, being exploration of mineral properties in geographic areas.

Results of Operations

Net earnings for the quarter ended March 31, 2006 was \$0.03 million or \$0.001 per share compared to a loss of \$0.53 million in the same period in 2005 or \$0.018 per share.

During the first quarter of 2006, the Company sold 45,000 Newmont common shares for proceeds of \$2.53 million. The Company recognized a gain of \$0.31 million on the sale of these shares.

During the first quarter of 2005, the Company sold 50,000 Newmont common shares for proceeds of \$2.13 million. The Company recognized a loss of \$0.09 million on the sale of these shares. The Company also recorded a loss of \$0.19 million on the write-down of its remaining 90,000 Newmont common shares to their market value on March 31, 2005.

General and administrative expenses were \$0.25 million in the first quarter of 2006 as compared with \$0.26 million in the same period of 2005.

The foreign exchange loss in the first quarter of 2006 was \$0.01 million compared to a gain of \$0.01 million in the same period of 2005. The foreign exchange gain resulted from the movements in exchange rates between operating currencies and the United States dollar.

The Company earned dividend income of \$0.001 million and \$0.001 million during the first quarter 2006 and 2005, respectively. The dividend income was received from the Company's shareholding in Newmont.

The Company earned deposit interest income of \$0.001 million and \$0.001 million during the first quarter of 2006 and 2005, respectively.

The Company's revenues are derived from: interest and dividend income, which is dependent on available cash balances and prevailing interest rates and returns on investments which are dependent on the prevailing market at the time of sale.

As at March 31, 2006, the Company recorded a provision for income taxes in the sum of \$0.18 million and a recovery of future income taxes in the sum of \$0.16 million. The net effect was a provision for income taxes of \$0.02 million.

Liquidity and Capital Resources

At March 31, 2006, the Company had working capital of \$0.70 million (December 31, 2004 - \$1.73 million). Cash and cash equivalents at March 31, 2006 amounted to \$0.63 million compared to cash and cash equivalents at December 31, 2005 of \$0.02 million.

Changes in future conditions could require material write-downs of the carrying amounts of future expenditures. As at March 31, 2006, the Company had an excess of current assets over current liabilities of \$0.70 million and has recorded losses and net cash outflows from operations for the past two years. The Company was required to pay \$1 million to keep its mineral property rights in Angola in the near-term. These circumstances cast significant doubt as to the ability of the Company to continue as a going concern. Management is currently pursuing several financing alternatives to secure capital. It is not possible to determine, with any certainty, the success or adequacy of these initiatives.

The financial statements of the Company have been prepared on the basis that the Company will continue as a going concern which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If management is unsuccessful in securing capital, the Company's assets may not be realized or its liabilities discharged at their carrying amounts and these differences could be material.

Cash Flow Statements

Cash flow used in operating activities for the year ended March 31, 2006, including changes in non-cash working capital of \$0.73 million, totalled \$1.01 million as compared to \$1.93 million in the same period in 2005. In the three months ended March 31, 2006 cash from investing activities was \$1.62 million of which \$0.90 million (2005 - \$0.53 million) was expended on exploration of mineral properties incurred principally in Angola and Sierra Leone. During the first three months of 2006 and 2005, the Company received \$2.52 million and \$2.13 million respectively from the sale of 45,000 (2005 - 50,000 shares) Newmont common shares.

Use of Financial Instruments

The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. There are no off-balance sheet arrangements.

Changes in Accounting Policies

There were no change in accounting policies during the first quarter of 2006 and 2005.

Outstanding Share Data

As at May 12, 2006, the Company has 30,620,575 common shares in issued and outstanding. Holders of common shares are entitled to one vote on any ballot at meetings in respect of each common share held. The Company has 2,100,000 stock options outstanding at a weighted average price of Cdn\$0.33 together with 200,000 warrants at an exercise price of Cdn\$0.38 for a vesting period of two years pursuant to exploration agreements.

Transactions with Related Parties

Related party transactions relate primarily to the payment of fees under contracts for services with companies in which a director is a shareholder and director of the Company. The Company was charged a total of \$0.14 million during the first quarter of 2006 with respect to these services (2005 - \$0.07 million). Included in accounts payable and accrued liabilities at March 31, 2006 is \$0.31 million (2005 - \$nil million) payable to these related parties for such services.

The Company's primary legal counsel is with a firm in which a director of the Company is a partner. The Company was charged \$0.10 million during the first quarter of 2006 (2005 - \$nil million) for legal services provided by this firm. Included in accounts payable and accrued liabilities as at March 31, 2006 is \$0.16 million (2005 - \$nil) with respect to such services.

Selected Consolidated Annual Financial Information

Set forth below is certain financial data for the last three completed financial years:

	December 31,2005 \$	December 31,2004 \$	December 31,2003 \$
Total revenue	-	-	-
Basic and diluted (loss) earning per share	(0.06)	(0.07)	1.10
Total assets	6,334,596	9,296,704	39,712,942
(Loss) net income for the year	(1,1612,359)	(1,938,765)	30,908,193
Total long term financial liabilities	-	-	-
Dividends declared	-	-	27,752,267

Quarterly Information

The following table summarizes the results of the Company for each of the most recent eight quarters:

	March 2006	March 2005	June 2005	June 2004	Sept 2005	Sept 2004	Dec 2005	Dec 2004
Revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net profit/(loss)	33,490	(529,462)	(678,423)	(1,868,233)	(735,771)	562,407	331,297	126,053
Basic and diluted (loss)/ earnings per Common share	0.001	(0.018)	(0.023)	(0.065)	(0.025)	0.020	0.011	0.004
Total assets	6,841,872	7,225,175	6,821,886	8,869,545	6,662,268	9,714,493	6,334,596	9,296,704
Number of common shares outstanding	30,620,575	28,964,382	28,964,382	28,784,382	30,620,575	28,814,382	30,620,575	28,964,382

Regulatory, Environmental and Other Risk Factors

The Company intends to fulfil all statutory commitments on its current licences over the next year and will apply for licence renewals in the normal course of business.

The Company's operating income and cash flow are affected by changes in the U.S./Canadian dollar exchange rate together with movement in the local currencies in Angola, Sierra Leone, Ghana, and Ireland, as a portion of the Company's costs are incurred in these currencies.

The profitability of any mining operation will be significantly affected by changes in the market price of commodities. Commodity prices fluctuate on a daily basis and are affected by numerous factors such as world supply, Central Bank selling, stability of exchange rates, forward sales and inflationary forces, among other factors beyond Moydow's control.

Exploration companies are subject to various laws and regulations including but not limited to environmental and, health and safety matters together with political risks which are outside the Company's control. Moydow is committed to a program of environmental protection at all of its projects and exploration sites.

The financial statements of the Company have been prepared on the basis that the Company will continue as a going concern which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going

concern. If management is unsuccessful in securing capital, the Company's assets may not be realized or its liabilities discharged at their carrying amounts and these differences could be material.

Outlook

The Company will in the short term focus its efforts on adding value to our diamond property in Angola and our bauxite property in Sierra Leone.

MOYDOW MINES INTERNATIONAL INC.
CONSOLIDATED BALANCE SHEETS
(expressed in United States dollars, unless otherwise stated)

	March 31, 2006 (unaudited)	December 31 2005 (unaudited)
Assets		
Current assets		
Cash and cash equivalents	\$628,521	\$18,344
Newmont common shares (note 2)	-	2,214,000
Accounts receivable and prepaid expenses	275,667	67,715
Current income taxes recoverable	19,821	19,821
Deposit Angolan state diamond mining company(note 3)	1,000,000	-
	<u>1,924,009</u>	<u>2,319,880</u>
Mineral properties (Note 3)	4,895,759	3,992,612
Other assets	<u>22,104</u>	<u>22,104</u>
	<u>6,841,872</u>	<u>6,334,596</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	1,227,092	593,140
Future income taxes	<u>-</u>	<u>160,166</u>
	<u>1,227,092</u>	<u>753,306</u>
Shareholders' Equity		
Capital stock (Note 4)	16,759,055	16,759,055
Contributed surplus	414,726	414,726
Deficit	<u>(11,559,001)</u>	<u>(11,592,491)</u>
	<u>5,614,780</u>	<u>5,581,290</u>
	<u>6,841,872</u>	<u>6,334,596</u>

Nature of operations and going concern (note 1)

MOYDOW MINES INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF EARNINGS
(expressed in United States dollars, unless otherwise stated)

For the three months ended March 31,	2006	2005
	(unaudited)	(unaudited)
Expenses		
General and administrative expenses	246,880	263,297
Amortization of plant and equipment	-	1,581
Foreign exchange (gain) loss	7,991	(9,958)
	<u>254,871</u>	<u>254,920</u>
Other income and expenses		
Interest income	4,686	3,478
Gain (loss)on Newmont common shares (note 2)	306,882	(285,670)
Dividend income	850	7,650
	<u>312,418</u>	<u>(274,542)</u>
Net profit (loss) before income taxes	57,547	(529,462)
Income tax (provision) recovery		
Current	(184,223)	-
Future	160,166	-
Total provision for income taxes	<u>(24,057)</u>	<u>-</u>
Net earnings (loss) for the period	33,490	(529,462)
Basic and diluted earnings (loss) per common share	\$0.001	\$(0.018)
Weighted average number of common shares outstanding		
	30,620,575	28,964,382
Consolidated statements of deficit		
Deficit, beginning of period	\$(11,592,491)	\$(9,980,132)
Net profit (loss)for the period	33,490	(529,462)
Deficit, end of period	<u>\$(11,559,001)</u>	<u>\$(10,509,594)</u>

MOYDOW MINES INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(expressed in United States dollars, unless otherwise stated)

For the three months ended March 31,(unaudited)	2006	2005
Cash provided by (used in)		
Operating activities		
Net earnings (loss) for the period	\$33,490	\$(529,462)
Adjustments for non-cash items:		
Amortization of capital assets	-	1,581
(Gain) Loss on Newmont common shares	(306,882)	285,670
Loss on other assets	-	530
Future income taxes	(160,166)	
	(433,558)	(241,681)
Changes in non-cash working capital:		
Accounts receivable and prepaid expenses	(207,952)	(147,128)
Accounts payable and accrued liabilities	633,952	(1,542,067)
Deposit	(1,000,000)	-
	(574,000)	(1,689,195)
	(1,007,558)	(1,930,876)
Investing activities		
Proceeds from sale of Newmont shares	2,520,882	2,129,230
Exploration of mineral properties	(903,147)	(528,800)
	1,617,735	1,600,430
Increase (decrease) in cash and cash equivalent	610,177	(330,446)
Cash and cash equivalents-Beginning of period	18,344	808,321
Cash and cash equivalents-End of period	628,521	477,875

MOYDOW MINES INTERNATIONAL INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(expressed in United States dollars, unless otherwise stated)

1) Nature of operations and going concern

Moydow Mines International Inc. (“Moydow” or the “Company”) is an international exploration company with primary interests in precious metals, diamonds and industrial minerals. Moydow’s common shares are listed on both the Toronto Stock Exchange and the Alternative Investment Market of the London Stock Exchange.

The Company is exploring its mineral properties and, as at March 31, 2006, had not determined the existence of economically recoverable reserves. The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable mineral reserves, the preservation of the Company’s interest in the underlying mineral claims and the ability to obtain necessary financing, to obtain government approval and to attain profitable production or, alternatively, upon the Company’s ability to profitably dispose of its interests.

Changes in future conditions could require material write-downs of the carrying amounts of expenditures. As at March 31, 2006, the Company had an excess of current assets over current liabilities of \$881,140, however, the deposit of \$1 million is only refundable in the event that the Company satisfies certain commitments as described in note 3. The Company has also recorded net cash outflows from operations for the past two years. These circumstances cast significant doubt as to the ability of the Company to continue as a going concern. Management is currently pursuing several financing alternatives to secure capital. It is not possible to determine, with any certainty, the success or adequacy of these initiatives.

The financial statements of the Company have been prepared on the basis that the Company will continue as a going concern, which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If management is unsuccessful in securing capital, the Company’s assets may not be realized or its liabilities discharged at their carrying amounts and these differences could be material.

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The consolidated financial statements include the accounts of the Company, its subsidiaries and a proportionate share of the Company’s interests in joint ventures. Interests in associated companies, which are not controlled but over which the Company has the ability to exercise significant influence, are accounted for using the equity method. All significant inter-company accounts and transactions have been eliminated. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. Operating results for the periods ended March 31, 2006 are not necessarily indicative of the results that may be expected for the full year ended December 31, 2006. For further information, see the Company’s consolidated financial statements including the notes thereto included in the Annual Report for the year ended December 31, 2004.

2) Newmont common shares

Gain (loss) on Newmont common shares comprises:	2006	2005
	\$	\$
Gain (loss) on sale of 45,000 shares (2005 - 50,000 shares)	306,882	(91,270)
Write-down of remaining Newmont shares to market at March 31,	<u>-</u>	<u>(194,400)</u>
Gain (loss) on Newmont common shares for the three months to March 31,	<u>306,882</u>	<u>(285,670)</u>

The Company's investment in Newmont common shares is carried at the lower of cost and market value. The market value of the Newmont common shares held at March 31, 2006 was \$nil (2005 - 95,000 Newmont common shares was \$3,802,500).

3) Mineral properties

The Company, either directly or through certain joint ventures, has obligations to expend various amounts on its mineral properties and projects in order to keep its mineral property rights in good standing. All agreements are in the normal course of business.

Mineral exploration properties in Africa and North America are recorded with their carrying values as follows:

	Angola \$	Sierra Leone \$	Ghana \$	Total \$
Balance -December 31,2005	1,771,567	1,641,128	579,917	3,992,612
Costs -March 31,2006	462,364	280,640	160,143	903,147
Balance-March 31,2006	2,233,931	1,921,768	740,060	4,895,759

On January 14, 2006, Moydow paid \$1,000,000 to the Angolan state diamond mining company. In order for the deposit to be refunded to Moydow, Moydow must incur expenditures of \$1,000,000 within six months of making the deposit.

4) Capital stock

Authorized
Unlimited number of common shares
Issued

	Number of shares	\$
Balance - December 31, 2004	28,964,382	16,480,245
Issue of shares – July 19, 2005	60,000	10,348
Issue of shares for cash – September 30, 2005	<u>1,596,193</u>	<u>268,462</u>
Balance – March 31, 2006 and December 31, 2005	<u>30,620,575</u>	<u>16,759,055</u>

In 2005, the Company issued 60,000 shares in connection with the acquisition of its interest in the Altius Baie d'Espoir property.

In 2004, the Company agreed to issue 150,000 shares in connection with the acquisition of its interest in the Port Loko property.

5) Related party transactions

Related party transactions relate primarily to the payment of fees under contracts for services with companies in which a Moydow Mines' director is a shareholder and director. The Company was charged a total of \$137,183 during the quarter March 31, 2006 (2005 - \$70,560) with respect to drilling and administration services. Included in accounts payable and accrued liabilities as at March 31, 2006 is \$306,967 (December 31, 2005 - \$nil) payable to these related parties for such services.

The Company's primary legal counsel is a firm in which a director of the Company is a partner. The Company was charged \$101,843 during the quarter March 31, 2006 (2005 - \$nil) for legal services provided by this firm. Included in accounts payable and accrued liabilities as at March 31, 2006 is \$158,896 (December 31, 2005 - \$nil) with respect to such services.

These transactions are made in the normal course of business.

Corporate Information.

Directors and Officers

Noel P. Kiernan - *Director, Chairman*

Brian P. Kiernan - *Director, President & CEO*

Albert C. Gourley – *Director*

Richard J. Linnell - *Director, Member of the Audit Committee*

Michael E. Power - *Director, Vice President & Secretary*

J. Joseph Breen - *COO*

Rosemary G. O'Mongain - *CFO*

Toronto Office and Registered Office

12th Floor

20 Toronto Street

Toronto, Ontario

Canada, M5C 2B8

Tel: (416) 703 3751 Fax: (416) 367 3638

Dublin Office

74 Haddington Road

Dublin 4, Ireland

Tel: (353) 1 667 7611 Fax: (353) 1 667 7622

Accra Office

Shankill House

21, 5th Circular Road

East Cantonments

Accra, Ghana

Tel: (233) 21 772516 Fax: (233) 21 777247

Transfer Agent

Computershare Trust Company of Canada

100 University Avenue, 8th Floor

Toronto, Ontario

Canada, M5J 2Y1

Exchange Listing

The Toronto Stock Exchange

Symbol: MOY

CUSIP: 62472V 100

Shares outstanding: 30,620,575

Shares fully diluted: 32,920,575

To contact the Company

In order to contact the company or to request to be added to our mailing list please email info@moydow.com

website: www.moydow.com