

MOYDOW MINES INTERNATIONAL INC.



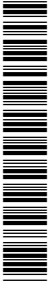
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000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class COMMON

Holder Account Number
C9999999999 IND



Fold

Form of Proxy - Special Meeting to be held on January 15, 2010

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy confers discretionary authority with respect to that resolution upon the proxyholder appointed. It is intended that the management nominee acting as proxyholder will vote the shares represented by this proxy in favour of each resolution.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Eastern Time, on January 13, 2010, or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment or postponement.



IND C02

Appointment of Proxyholder

The undersigned shareholder(s) of MOYDOW MINES INTERNATIONAL INC. (the "Company") hereby appoint(s) Brian P. Kiernan, Chief Executive Officer and President of the Company, or failing him, Michael E. Power, Vice President and Secretary of the Company,

OR **Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following directions and on all other matters that may properly come before the Special Meeting of shareholders of the Company to be held at the offices of Fasken Martineau DuMoulin LLP, Suite 4200, Toronto Dominion Bank Tower, 66 Wellington Street West, Toronto, ON M5K 1N6 on January 15, 2010 at 10:00 am (Eastern Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Plan of Arrangement

Approval of a Plan of Arrangement under Section 288 of the *Business Corporations Act* (British Columbia), as more fully described in the accompanying Management Information Circular.

For **Against**

Fold

2. Amendment to Stock Option Plan

Approval of the Amended and Restated Stock Option Plan of the Company, as more fully described in the accompanying Management Information Circular .

For **Against**

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting.

Signature(s)

Date

DD / MM / YY

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
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5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy confers discretionary authority with respect to that resolution upon the proxyholder appointed. It is intended that the management nominee acting as proxyholder will vote the shares represented by this proxy in favour of each resolution.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 10:00 am, Eastern Time, on January 13, 2010, or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment or postponement.



IND E01

Appointment of Proxyholder

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OR **Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following directions and on all other matters that may properly come before the Special Meeting of shareholders of the Company to be held at the offices of Fasken Martineau DuMoulin LLP, Suite 4200, Toronto Dominion Bank Tower, 66 Wellington Street West, Toronto, ON M5K 1N6 on January 15, 2010 at 10:00 am (Eastern Time) and at any adjournment or postponement thereof.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting.

Signature(s)

Date

DD / MM / YY