

MOYDOW MINES INTERNATIONAL INC.

Suite 1220
20 Toronto Street
Toronto, Ontario
Canada M5C 2B8

NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a special meeting of shareholders (“**MOY Shareholders**”) of Moydow Mines International Inc. (the “**Company**” or “**MOY**”) will be held at the offices of Fasken Martineau DuMoulin LLP, Suite 4200, Toronto Dominion Bank Tower, 66 Wellington Street West, Toronto, Ontario, Canada M5K 1N6 on **Friday, January 15, 2010 at 10:00 a.m. (Eastern time)** (the “**Meeting**”) for the following purposes:

1. to consider and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving a plan of arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia), as more fully described in the accompanying Management Information Circular (the “**Circular**”);
2. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution (the “**Option Resolution**”) approving an Amended and Restated Stock Option Plan containing proposed amendments to the stock option plan of the Company which are conditional on completion of the Arrangement, as more fully described in the accompanying Circular; and
3. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice of Meeting are: (1) the Circular, which provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting; (2) a form of proxy; (3) a letter of transmittal; and (4) an envelope for returning the proxy and letter of transmittal to Computershare Investor Services Inc., the Company’s registrar and transfer agent and the depositary under the Arrangement.

Copies of the Arrangement Resolution, Arrangement Agreement (including the Plan of Arrangement), Petition, Interim Order, Notice of Application for Final Order, Option Resolution and Amended and Restated Stock Option Plan are attached to the Circular as Appendix “A”, “B”, “C”, “D”, “E”, “G” and “H” respectively.

AND TAKE NOTICE THAT registered holders of MOY Common Shares are entitled to dissent in respect of the Arrangement Resolution and be paid the payout value of all, but not less than all, of the MOY Common Shares held by them in accordance with the provisions of Division 2 of Part 8 of the *Business Corporations Act* (British Columbia) as modified by the provisions of the Interim Order, the Final Order or the Plan of Arrangement. A dissenting shareholder must strictly comply with such provisions. A MOY Shareholder who intends to exercise such right of dissent should seek his or her own legal advice as failure to comply with such dissent provisions and to adhere to the procedures established therein may prejudice his or her ability to rely on such right of dissent or may result in the loss of any right of dissent. A MOY Shareholder wishing to dissent in respect of the Arrangement Resolution must send a written notice of dissent to MOY on or before 4:00 p.m. (Eastern time) on Wednesday, January 13, 2010 or at least 2 days (excluding Saturdays, Sundays and holidays) before the date on which the Meeting is to be reconvened after any adjournment or postponement of the Meeting. The full text of Division 2 of Part 8 of the *Business Corporations Act* (British Columbia) is attached to the Circular as Appendix “F”. Beneficial owners of MOY Common Shares registered in the name of a broker, trustee, financial institution or other nominee who wish to dissent should be aware that **only registered holders of MOY Common Shares are entitled to dissent.**

PLEASE ENSURE THAT YOU COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED FORM OF PROXY AND LETTER OF TRANSMITTAL IN THE ENVELOPE PROVIDED FOR THOSE PURPOSES.

If you are a registered MOY Shareholder and are unable to attend the Meeting, please read the notes to the form of proxy and complete, sign and return the enclosed form of proxy, as applicable. To be effective, proxies must be deposited with the Toronto office of the Company's registrar and transfer agent, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 on or before 10:00 a.m. (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 of the Meeting. If you are able to attend the Meeting, sending your proxy will not prevent you from voting in person.

If you are a non-registered MOY Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you are a non-registered MOY Shareholder and do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

DATED as of December 15, 2009.

By Order of the Board of Directors

"Roma O'Mongain"

**Roma O'Mongain
Chief Financial Officer**