

# MOYDOW MINES INTERNATIONAL INC.

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an annual meeting (the "**Meeting**") of shareholders of Moydow Mines International Inc. (the "**Corporation**") will be held at the Royal Meridien King Edward Hotel, 37 King Street East, Toronto, Ontario on Thursday, the 16<sup>th</sup> day of June, 2005 at the hour of 4:00 in the afternoon (Toronto time), for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2004, together with the auditors' report thereon;
- (2) To elect directors of the Corporation;
- (3) To reappoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders of the Corporation, and to authorize the directors of the Corporation to fix the auditors' remuneration; and
- (4) To transact such other business as properly may be brought before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters to be put before the Meeting as identified above are set forth in the Management Information Circular of the Corporation accompanying and forming part of this notice.

The audited consolidated financial statements of the Corporation for the financial year ended December 31, 2004, together with the auditors' report thereon, form part of the Corporation's annual report which is enclosed with this notice.

This notice and the accompanying circular have been sent to each director of the Corporation, each shareholder of the Corporation entitled to notice of the Meeting and to the auditors of the Corporation.

Shareholders who are unable to attend the Meeting in person are requested to sign and return the enclosed form of proxy to the Corporation c/o Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, Canada M5J 2Y1.

**DATED** at Toronto, Ontario, the 19<sup>th</sup> day of April, 2005.

**BY ORDER OF THE BOARD**

*("signed")*

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Michael E. Power  
Vice President & Secretary

**NOTE:** The directors have fixed the hour of 4:00 p.m. (Toronto time) on the 14<sup>th</sup> day of June, 2005 before which time the instrument of proxy to be used at the Meeting must be deposited with the Corporation c/o Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, Canada M5J 2Y1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.