



NEWS RELEASE

**FOR IMMEDIATE RELEASE
FEBRUARY 22, 2006**

**TSX: – MGL
ASX: - MOE**

MOTO GOLDMINES MAKES APPLICATION TO LIST ON AIM

PERTH, WESTERN AUSTRALIA - Moto Goldmines Limited (“Moto”) is pleased to announce that it has made application to list its Common Shares for trading on the London Stock Exchange’s AIM market (“AIM”).

Moto’s Chairman, Sam Jonah KBE said, “The AIM listing will be a further step forward in the transformation of Moto from explorer into a gold mining company. It is designed to attract additional European investors and reinforce Moto’s presence in this significant market.”

AIM is a leading global market for mid-cap companies (market capitalization US\$20 to US\$500 million) with exciting growth potential. There are a significant number of mid-cap mining companies, with projects located around the world, listed on AIM. London is a global financial center, and many institutional investors based in Europe invest in AIM listed companies. European based institutional investors also have significant experience of investment in African and Eastern European projects with higher risk profiles.

Moto is working towards completion of a bankable feasibility study in respect of the Moto Gold Project in the Democratic Republic of Congo by mid 2007. It is anticipated that project development funding for the Moto Gold Project will most likely be sourced from the North American and the European markets.

As part of the admission process, Moto appointed RFC Corporate Finance Ltd as nominated advisor and Haywood Securities (UK) Limited as broker. Moto proposes that, subject to TSX approval and upon Moto’s admission to AIM, Moto will issue to RFC 500,000 warrants, exercisable at C\$7.86 and expiring four years from the date of issue.

It is anticipated that Moto will be admitted to AIM on 24 March 2006. A copy of Moto’s pre-admission announcement is attached, is also available on Moto’s website (www.motogoldmines.com) and has been filed on SEDAR (www.sedar.com).

For further information in respect of Moto's activities, please contact:

<i>Klaus Eckhof</i>	<i>Patrick Flint</i>	<i>Nick Tintor</i>
<i>President and CEO</i>	<i>Chief Financial Officer</i>	<i>Vice President - Canada</i>
<i>Tel: (61 8) 9240 1377</i>	<i>Tel: (61 2) 9212 7999</i>	<i>Tel: (1 416) 987 0855</i>
<i>Email: eckhofk@crapl.com.au</i>	<i>Email: pflint@motogoldmines.com</i>	<i>Email: nicktintor@yahoo.ca</i>

Moto website: www.motogoldmines.com

Caution Regarding Forward Looking Statements: *The forward looking statements made in this news release are based on assumptions and judgments of management regarding future events and results. Such forward-looking statements include, but are not limited to, statements regarding Moto's plans with respect to developing the Moto Gold Project. There can be no assurance that any mineralisation will be proven to be economic, that anticipated metallurgical recoveries will be achieved, that future evaluation work will confirm the viability of deposits identified with the project or that future required regulatory approvals will be obtained.*

AIM SCHEDULE 1 – PRE-ADMISSION ANNOUNCEMENT

Please forward this form to aimregulation@londonstockexchange.com
In the case of queries please contact AIM on +44 (0) 20 7797 4154

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH AIM RULE 2
ALL APPLICANTS MUST COMPLETE THE FOLLOWING:
COMPANY NAME: Moto Goldmines Limited
Incorporated in British Columbia with Incorporation Number C0725321
COMPANY ADDRESS: 30 Ledger Road Balcatta 6021 Western Australia
COMPANY POSTCODE: 6021
COUNTRY OF INCORPORATION: Canada
COMPANY BUSINESS OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTMENT STRATEGY: Moto Goldmines Limited is a gold exploration and development company focussed on the Moto Gold Project in the Democratic Republic of the Congo where it is conducting a prefeasibility study. Moto Goldmines Limited has the right to earn an interest in the project pursuant to a joint venture by funding all expenditure to the completion of a bankable feasibility study. Moto Goldmines Limited's objective is to complete its earn-in requirements for the Moto Gold Project and subsequently develop the asset into a significant gold mining operation. Please refer to the Appendix for further details.
DETAILS OF SECURITIES TO BE ADMITTED (i.e. where known, number of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares): 46,541,839 Common Shares of no par value
CAPITAL TO BE RAISED ON ADMISSION: Nil
FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS: Samuel Esson Jonah KBE (Non-executive Chairman) Klaus Peter Eckhof (President and Director) Walter Kansteiner III (Non-Executive Director) David Lancaster Hodgson (Non-Executive Director) Douglas Alan Jones (Non-Executive Director) Terence Sean Harvey (Non-Executive Director) Jeffrey O'Leary (Non-Executive Director)
PERSON(S) INTERESTED IN 3% OR MORE OF THE ISSUER'S CAPITAL, EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL STATING WHETHER BEFORE OR AFTER ADMISSION: Golden Star Resources Limited: 5,000,000 Common Shares (10.7%) before Admission.
NAMES AND ADDRESSES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE

WITH SCHEDULE 2, PARAGRAPH (G) OF THE AIM RULES:
Please see paragraph 14 of the Appendix.
ANTICIPATED ACCOUNTING REFERENCE DATE:
31 December from 31 December 2005
EXPECTED ADMISSION DATE:
24 March 2006
NAME AND ADDRESS OF NOMINATED ADVISER:
RFC Corporate Finance Ltd Level 8 250 St George's Terrace Perth 6000 Western Australia
NAME AND ADDRESS OF BROKER:
Haywood Securities (UK) Ltd Ryder Court 14 Ryder Street London SW1Y 6QB
DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:
Quoted Applicant. The pre admission announcement together with information previously released by Moto Goldmines Limited to the Toronto Stock Exchange ("TSX") and Australian Stock Exchange ("ASX") which between them contain full details about the Applicant and the admission of its Common Shares to AIM is available at www.motogoldmines.com The information is also available at www.sedar.com and www.asx.com.au .
DATE OF NOTIFICATION:
22 February 2006
NEW/ UPDATE (see note):
New
QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:
THE NAME OF THE AIM DESIGNATED MARKET UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:
Toronto Stock Exchange (TSX) (Common Shares) and Australian Stock Exchange (ASX) (CHESS Depository interests ("CDI")). Each CDI is equivalent to 0.2 of a Common Share.
THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:
Moto Goldmines Australia Limited ("MGAL") (previously known as Moto Goldmines Limited), a company incorporated in Australia, was listed on the ASX from 1993 until 26 May 2005 when, as a consequence of a merger with Canadian shell company, King Products Inc ("KPI") it became a 100% subsidiary of KPI (which was renamed Moto Goldmines Limited). Post merger, collectively MGAL's shareholders initially held a 98% interest in the enlarged entity. Trading in the Common Shares commenced on TSX on 27 May 2005 and CDIs commenced trading on the ASX from the same date.

CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET:

The Directors of Moto Goldmines Limited confirm that following due and careful enquiry, Moto Goldmines Limited (and its predecessor company MGAL) have adhered to all legal and regulatory requirements involved in having their securities traded on the Australian Stock Exchange and the Toronto Stock Exchange.

AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:

www.motogoldmines.com
www.asx.com.au
www.sedar.com

DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTMENT STRATEGY:

Moto Goldmines Limited's objective is to become a gold producer. It is anticipated this will be achieved through the systematic exploration and development of the Moto Gold Project located in the Democratic Republic of the Congo.

Refer Appendix for more detail.

A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:

In October 2005 the Company raised C\$21.6 million by the issue of 8 million new Common Shares and 4 million Warrants (each to subscribe for a Common Share at a price of C\$3.25 on or before 27 August 2007).

A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OF ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:

The Directors of Moto Goldmines Limited have no reason to believe that the working capital available to the Company will be insufficient for at least twelve months from the date of its admission.

DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:

No lock-in arrangements – Refer to Section 9 of the attached Appendix for details of orderly market agreements.

A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:

To settle the securities listed on AIM, the Directors of Moto Goldmines will apply for Depository Interests, representing the Common Shares, to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Depository Interests following Admission will take place within the CREST system. CREST is a voluntary system and shareholders who wish to have them held outside of CREST will have their details recorded on the Company's share register maintained in Canada.

Settlement on the TSX will continue to be conducted under the TSX's settlement system, and settlement of CDI's on ASX will continue to be conducted under the ASX's electronic CHES system.

A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:

www.motogoldmines.com

INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:

Refer Appendix

A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND FULLY AUDITED INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED ACCORDING TO UK OR US GAAP OR INTERNATIONAL ACCOUNTING STANDARDS.

www.motogoldmines.com

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:

None

Note: WHERE THE FORM IS REQUIRED TO BE COMPLETED IN RESPECT OF AN 'UPDATE' ANNOUNCEMENT, THIS SHOULD BE INDICATED. IN SUCH CASES, ONLY THE AMENDED FIELDS NEED TO BE RECOMPLETED. OTHERWISE, THIS FIELD SHOULD INDICATE THAT THE ANNOUNCEMENT IS 'NEW' AND ALL RELEVANT FIELDS SHOULD BE COMPLETED.

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

This Appendix has been prepared in accordance with Schedule One (supplement for quoted applicants) of the AIM Rules for a quoted applicant. It includes, inter alia, all information that is equivalent to that required for an admission document and which is not currently public. Information which is public includes, without limitation, all information filed with the Australian Stock Exchange and with Canadian Securities regulatory authorities (available at www.asx.com and www.sedar.com, respectively) and all information available on the Company's website at www.motogoldmines.com (together comprising the "Company's Public Record"). This document, which is dated 22 February 2006, will be available on the Company's website for at least one month from the date of Admission. This Appendix should be read in conjunction with the form of Announcement to be made by the applicant at least 20 business days prior to Admission (the "Announcement Form") and the Company's Public Record. This Appendix and the Announcement Form together constitute the "Announcement".



Incorporated in British Columbia with Incorporation Number C0725321

**APPENDIX
FURTHER INFORMATION ON MOTO GOLDMINES LIMITED IN
CONNECTION WITH ITS ADMISSION TO AIM**

**Nominated Adviser
RFC Corporate Finance Ltd**

**Broker
Haywood Securities (UK) Ltd**

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

London Stock Exchange plc has not itself examined or approved the contents of this document.

It is expected that Admission will become effective and dealings in the Shares will commence on AIM on 24 March 2006.

Directors Declaration

The Directors of Moto Goldmines Limited, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. Having taken all reasonable care to ensure that such is the case, to the best of the knowledge of the Directors the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

Notice from Nominated Adviser and Broker

RFC Corporate Finance Limited ("RFC") is the Company's nominated adviser for the purpose of the AIM Rules. RFC's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange plc and are not owed to the Company or to any Director or any other person. RFC will not be responsible to such persons for providing protections afforded to customers of RFC nor for advising them in relation to the arrangements described in the Announcement.

Haywood Securities (UK) Ltd ("Haywood"), which is authorised and regulated by the Financial Services Authority and which is a member of the London Stock Exchange, is the Company's broker and is regulated by the Financial Services Authority. Haywood is acting for the Company and no one else in connection with the proposed arrangements described in this Announcement. It will not regard any other person as its customer nor be responsible to any other person for providing protections afforded to the clients of Haywood nor for providing advice to any other person in connection with the arrangements described in this Announcement.

No representation or warranty, express or implied, is made by RFC or Haywood as to the contents of this Announcement and no liability is accepted by RFC or Haywood for the accuracy or opinions contained in, or for the omission of any material information from this Announcement, for which the Company and the Directors are solely responsible.

DEFINITIONS

"A\$"	Australian Dollars
"Accounts Date"	30 June 2005
"Admission"	admission of the Shares to trading on AIM in accordance with the AIM Rules
"AIM"	the AIM market of London Stock Exchange plc
"AIM Rules"	the rules of AIM as published by London Stock Exchange plc from time to time
"Announcement"	the form of announcement and this Appendix
"Appendix"	this document;
"Articles"	the Articles of the Company as at the date of this document
"ASX"	Australian Stock Exchange Limited
"BFS"	Bankable feasibility study
"Board" or "Directors"	the directors of the Company whose names are set out on page 4 of this Appendix
"C\$"	Canadian Dollars
"CDI"	CHES Depository Interest, an electronic depository receipt issued over Shares and Warrants and are units of beneficial ownership tradable on ASX
"Company's Public Record"	the information filed with Australian Stock Exchange and with the Canadian Securities regulatory authorities (available at www.asx.com and www.sedar.com , respectively) and all information available on the Company's web-site at www.motogoldmines.com
"Competent Person"	Cube Consulting Pty Ltd
"Competent Person's Report"	the report dated 17 November 2005 prepared by the Competent Person on the Moto Gold Project released to the market and available as part of the Company's Public Record
"CREST"	the system for paperless settlement of trades and holdings of uncertificated securities administered by CRESTCo Limited in the UK
"CRESTCo Limited"	CRESTCo Limited, a limited liability company incorporated in England and Wales with registered number 2878738 with registered office at 33 Cannon Street, London, EC4M 5SB
"Depository Interest"	the depository interests representing Shares to be electronically listed for trading on AIM and issued through the Company's UK Registrar which will hold legal title to the underlying Shares, as described in paragraph 8 of this Appendix
"DRC"	Democratic Republic of Congo
"Golden Star"	Golden Star Resources Limited, a Canadian company listed on TSX
"Group"	the Company and its subsidiaries
"Haywood"	Haywood Securities (UK) Ltd, the Broker to the Company
"Indicated"	that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence as determined under the JORC Code
"Inferred"	that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence as determined under the JORC Code
"JORC Code"	the Australasian Code for Reporting of Mineral Resources and Ore Reserves, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia
"Listed Warrants"	the warrants on issue giving the right to acquire one Share at A\$1.40 per share at any time on or prior to 31 May 2006

"Listing Rules"	the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX
"MGAL"	Moto Goldmines Australia Limited ACN 004 313 602, being a 100 per cent subsidiary of Moto
"Moto" or "Moto Goldmines" or "the Company"	Moto Goldmines Limited (Incorporation Number C0725321)
"Moto Gold Project"	<p>The areas in which the Group is earning interests (more particularly described in paragraph 1 of this Appendix), located in the north eastern part of the DRC near the international borders with Uganda and Sudan covering a total of approximately 5,000 square km.</p> <p>The project area is centred approximately 3.13 degrees North and 29.38 degrees East.</p>
"Mineral Resource" or "Resource"	a concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction
"Nomad"	Nominated Adviser as defined in the AIM Rules (being RFC)
"OKIMO"	L'Office des Mines d'Or de Kilo-Moto, the DRC state-owned company that holds mineral rights in the north-east of the DRC
"Option" and "Stock Option"	Options to subscribe for Shares
"Option CDI"	the CDI's tradable on the ASX that give the right to acquire one Share CDI at \$0.28 per Share CDI at any time prior to 31 May 2006
"Ore Reserve"	the economically mineable part of a measured or Indicated Mineral Resource as determined under the JORC Code
"Orgaman"	Orgaman sprl, a DRC company
"Probable"	in relation to an Ore Reserve, the economically mineable part of an Indicated, and in some circumstances a measured, Mineral Resource as determined under the JORC Code.
"Provinces"	the provinces of Canada in which Moto is a "reporting issuer", namely, British Columbia, Alberta, Ontario and Nova Scotia
"RFC"	RFC Corporate Finance Ltd, incorporated in Australia, the Nomad of the Company
"Securities Commission"	The Securities Commission of British Columbia
"Securities Laws"	Securities legislation and regulations of, and the instruments policies, rules orders, codes, notices and interpretation notes of the securities regulatory authorities (including the TSX and ASX) of, the applicable jurisdiction or jurisdictions collectively
"SEDAR"	the System for Electronic Document Analysis and Retrieval in Canada
"Share CDI"	an electronic depository receipt tradeable on the ASX reflecting a one-fifth of an underlying Share
"Shareholders"	holders of Shares
"Shares"	common shares of the Company
"TSX"	Toronto Stock Exchange
"UK"	the United Kingdom of Great Britain and Northern Ireland
"UK Registrar"	Computershare Investor Services plc
"Warrants"	a warrant to subscribe for Shares
"WTO"	World Trade Organisation

DIRECTORS, SECRETARY AND ADVISERS

Directors	Samuel Esson Jonah KBE Mr Walter Kansteiner III Mr David Lancaster Hodgson Dr Jeffery O'Leary Dr Douglas Alan Jones Mr T. Sean Harvey Mr Klaus Peter Eckhof <i>All of 30 Ledger Road, Balcatta 6021 Western Australia</i>	<i>Non-executive Chairman</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>President and Director</i>	
Company Secretary	Mr Patrick John Flint		
Offices	<i>Principal Business Office and Registered Office in Australia</i> 30 Ledger Road Balcatta 6021 Western Australia Ph +61 8 9240 1377	and <i>Registered Office in Canada</i> C/- Lawson Lundell LLP 1600 – 925 West Georgia Street Vancouver, British Columbia V6C 3L2 Canada	
Website	www.motogoldmines.com		
Nominated Adviser	RFC Corporate Finance Ltd Level 14 19-31 Pitt Street Sydney NSW 2000 Australia	and Level 8, QV1 Building 250 St George's Terrace Perth WA 6000 Australia	
Broker	Haywood Securities (UK) Ltd Ryder Court 14 Ryder Street London SW1Y 6QB		
Solicitors to the Company	<i>Canada</i> Lawson Lundell LLP 1600 Cathedral Place 925 West Georgia Street Vancouver British Columbia V6C 3L2 Canada	and <i>Australia</i> Jeremy Shervington 52 Ord Street West Perth 6005 Western Australia	and <i>United Kingdom</i> Norton Rose Kempson House Camomile Street London EC3A 7AN United Kingdom
	<i>Democratic Republic of Congo</i> Emery Mukendi Wafwana & Associates Avenue de la Paix no 22389 Rond Point Forescom Kinshasa/Gombe Democratic Republic of Congo		
Competent Person	Cube Consulting Pty Ltd Level 4, 1111 Hay Street West Perth 6005 Western Australia		
Auditor	Parker Simone LLP, Chartered Accountants 129 Lakeshore Road East, Suite 201 Mississauga, Ontario Canada		
Share Registries	<i>Canada</i> Equity Transfer Services Inc 120 Adelaide St W, Suite 420 Toronto, Ontario Canada	and <i>Australia</i> Advanced Share Registry Services 110 Stirling Highway Nedlands 6009 Western Australia	and <i>United Kingdom</i> Computershare Investor Services plc PO Box 82 The Pavilions Bridgewater Road Bristol BS99 7NH
TSX Symbols	Shares: MGL, Listed Warrants: MGL.WT		
ASX Codes	Share CDI's: MOE, Option CDI's: MOEO		

1. MOTO GOLDMINES LIMITED

The Company's main activity is the exploration and development of the Moto Gold Project located in the Moto goldfields in the north east of the DRC, approximately 560 kms north east of the city of Kisangani and 150 kms west of the Ugandan border town of Arua.

The Company has entered into a joint venture through a wholly owned subsidiary with the privately owned company Orgaman sprl ("Orgaman") to form a number of local operating companies, including Borgakim Mining sprl, Amani Gold sprl, Rambi Mining sprl, Kibali Gold sprl, Gorumbwa Mining sprl, Tangold sprl and Blue Rose sprl. These local operating companies have in turn entered into seven sub-leasing agreements and one contract of technical and financial assistance with the L'Office des Mines d'Or de Kilo-Moto ("OKIMO"), the state-owned company that holds mineral rights in the north-east of the DRC. The Group is the operator in respect of all activities at the Moto Gold Project.

In respect of the seven leasing agreements, the Group is effectively earning a 60 per cent interest to the mineral rights in certain areas (Orgaman retains a 10 per cent interest and OKIMO has a 30 per cent non-dilutable interest) and a 68.5 per cent interest to the mineral rights in other areas (Orgaman retains an 11.5 per cent interest and OKIMO has a 20 per cent non-dilutable interest). In respect of the contract of technical and financial assistance the Group effectively has the right to a 60 per cent share of mineral interests.

Under the terms of the agreements, the Group is required to pay a further US\$250,000 to Orgaman prior to the commencement of production, to fund exploration through to completion of a bankable feasibility study ("BFS") and to provide OKIMO with loans (recoverable from production) totalling US\$1 million. The Group is responsible for the payment of annual amounts due to the DRC State in respect of the licence areas. Rent totalling US\$2.94 million is due to OKIMO annually. Of this total the Group pays US\$245,000 and Orgaman pays US\$2.695 million. The rent paid by both parties is treated as a loan recoverable from production.

The mineral rights held by OKIMO, and subject to the leasing agreements described above, are valid until November 2008. Pursuant to the DRC Mining Code such mineral rights are renewable on application for periods of fifteen years (upon granting of an application), until the deposits are exhausted. The Company has no reason to believe that the mineral rights the subject of the leasing agreements will not be renewed. The leasing agreements are of indeterminate duration. However, OKIMO can terminate, with 60 days notice, for:

- non-payment of State taxes and duties;
- non-compliance with laws and regulations that can lead to the financial and administrative prejudice to OKIMO; or
- non-payment of rents due to OKIMO.

The areas in which the Group is earning its interests (the Moto Gold Project) comprise the Amani Mining Area (Group 68.5 per cent) of 897km², the Kibali Mining Area (Group 68.5 per cent) of 632km², the Borgakim Mining Area (Group 60 per cent) of 472km², the Rambi Mining Area (Group 68.5 per cent) of 2,489km², the Gorumbwa Mining Area (Group 60 per cent) of 3km², the Blue Rose Mining Area (Group 68.5 per cent) of 2km², the Tangold Mining Area (Group 68.5 per cent) of 585km² and the Area of Technical and Financial Assistance (Group 60 per cent) of 295km².

It is understood that Orgaman is owed approximately US\$27 million by OKIMO, which is repayable out of OKIMO's share of profits from gold mining operations. Subject to the negotiation of commercial terms and confirmation of total debt outstanding, the Group has agreed identify a party to purchase 80 per cent of the OKIMO debt from Orgaman prior to the commencement of production.

An independent conceptual study prepared by the Competent Person dated 17 November 2005, has indicated potential for the development of a significant mine at the Moto Gold Project, and the Group is working towards completion of pre-feasibility work by mid 2006 and completion of a bankable feasibility study in 2007. An extensive infill drilling program is currently underway.

The current resources for the Moto Gold Project (on a 100 per cent basis) are shown in the following table:

Deposit	Indicated			Inferred			Moto's Earn-in Interest (%)
	Tonnes (Mt)	Au (g/t)	Au ('000oz)	Tonnes (Mt)	Au (g/t)	Au ('000oz)	
Pakaka ¹	19.47	2.4	1,509				60.0
Gorumbwa ²				8.55	6.4	1,750	60.0
Kibali ³				22.60	2.0	1,417	68.5
Mengu Hill ³	8.00	3.3	844	0.98	1.4	43	68.5
Mengu Village (Mengu) ³				1.83	1.6	91	68.5
Karagba ⁴				36.70	3.1	3,634	60.0
Megi ¹				5.21	1.9	312	60.0
Marakeke ¹				1.66	1.4	74	60.0
Kombokolo ⁵	2.08	2.3	155				68.5
Sessenge ³	4.78	2.0	301	0.92	2.3	67	68.5
Ndala ¹				0.49	4.0	62	60.0
Pamao ¹				13.93	1.6	708	60.0
Total	34.33	2.5	2,809	92.87	2.7	8,158	

Notes:

1. Located within the Borgakim Mining Licence
2. Located within the Gorumbwa Mining Licence
3. Located within the Kibali Mining Licence
4. Located within the Area of Technical and Financial Assistance
5. Located within the Blue Rose Mining Licence
6. All mineral resource estimates have been classified and reported in accordance with the JORC Code.
7. Cut-off grade is a nominal 1g/t gold.

The Company completed a private placement to raise C\$21.6m in October 2005 with the proceeds to be applied to funding the feasibility study (including infill drilling, metallurgical test work, environmental and infrastructure studies) and proposed mine development program at the Moto Gold Project, and to provide working capital.

Full details on the Company's activities, including a report by the Competent Person on Moto's mineral property interest completed in November 2005, are contained in announcements and documents available on the Company's website, www.motogoldmines.com, the SEDAR website, www.sedar.com and on the ASX website, www.asx.com.au.

2. INCORPORATION

The Company was formed as a result of a merger on 26 May 2005, pursuant to a court-approved scheme of arrangement under Australian law, between King Products Inc ("King"), a corporation amalgamated under the *Business Corporations Act* (Ontario), and Moto Goldmines Limited of Australia ("MGAL") (previously known as Equus Limited), a corporation governed under the laws of Australia. The predecessor company to King, also called King Products Inc, was incorporated under the laws of the Province of Ontario by articles of incorporation dated 11 March 1988. Prior to 1 February 1994, King Products Inc operated under the name Wizard Lake Petroleum Corp.

Under the terms of the scheme of arrangement, MGAL was renamed Moto Goldmines Australia Limited, and became a 100 per cent subsidiary of the merged entity.

On 24 May 2005, King continued under the laws of British Columbia, Canada and is now governed by the *Business Corporations Act* (British Columbia). As part of the continuance into British Columbia, King changed its name to Moto Goldmines Limited.

The Company has 13 subsidiaries, namely:

Subsidiary	Interest (%)	Entitlement to Moto Gold Project	Registered Office	Principal Activity	Country of Registration
Moto Goldmines Australia Limited	100	-		Holding company	Australia
Westmount Resources NL	100	-		Mineral exploration	Australia
Border Resources NL	100	-		Non-Operating	Australia
HOTS e-commerce Pty Ltd	100	-		Non-Operating	Australia
I-C-IP Pty Ltd	100	-		Non-Operating	Australia
Border Energy Pty Ltd	100	-		Holding company	Australia
Borgakim Mining sprl ³	80	70%	²	Mineral exploration	DRC
Rambi Mining sprl ³	80	80%	²	Mineral exploration	DRC
Amani Gold sprl ³	80	80%	²	Mineral exploration	DRC
Kibali Gold sprl ³	80	80%	²	Mineral exploration	DRC
Gorumbwa Mining sprl ³	80	70%	²	Mineral exploration	DRC
Blue Rose sprl ³	80	80%	²	Mineral exploration	DRC
Tangold sprl ³	80	80%	²	Mineral exploration	DRC

Notes (see superscript above)

- 30 Ledger Road, Balcatta, Western Australia
- Avenue Lieutenant Colonel Lukusa no 4854, Kinshasa/Gombe, DRC
- Interest held by Border Energy Pty Ltd. Interest may be increased to 85.71 per cent pursuant by payment of US\$250,000 prior to completion of bankable feasibility study.

3. CANADIAN REGULATORY ISSUES

Below is a general description of laws and policy in Canada in so far as they concern Moto. The law, policies and practice are subject to change from time to time and this general description should not be relied upon by Shareholders or any other person. It does not purport to be a comprehensive analysis of all the consequences resulting from holding, acquiring or disposing of Shares and interests in Shares. If you are in any doubt as to your own legal position, you should seek independent advice without delay.

The Company is obliged to comply with the Securities Laws of the Provinces, the rules and regulations outlined in the TSX Company Manual and also with specific obligations arising from other laws that relate to its activities.

The Securities Commission of each of the Provinces is responsible for administering and enforcing the Securities Laws in their respective Province. The TSX is responsible for administering and enforcing the rules and regulations outlined in the TSX Company Manual.

Early Warning Reporting and Conduct of Takeover Bids

Securities Laws of the Provinces include a comprehensive code governing both the reporting of the acquisition of significant shareholdings and the conduct of takeover bids. For the purposes of these rules, a person is deemed to own all Shares and securities convertible into Shares that are owned directly or indirectly by, or over which control or direction is exercised by, persons acting jointly or in concert with that person. Moto's Shares trade on the ASX in the form of CDIs, with 5 CDIs being equal to one Share. For the purposes of these rules, the CDIs are considered to be a security convertible into Shares.

Early Warning Reporting

Under Securities Laws of the Provinces, any person who directly or indirectly acquires beneficial ownership of, or the power to exercise control or direction over, Shares (or securities convertible into Shares) of Moto that, together with any Shares held by that person, would constitute 10 per cent or more of the outstanding Shares, must forthwith issue a news release in Canada announcing the number of such securities they hold and their intentions with respect to the securities of Moto. A formal report (an "early warning report") setting forth this information is also required to be filed with the Securities Commissions of the Provinces, within two business days of the acquisition of Shares (or convertible securities) that results in the person holding 10 per cent or more of such securities.

Whenever a person who has filed an early warning report acquires an additional 2 per cent of Moto's Shares (including securities convertible into Shares), or if there is a change in a material fact disclosed in a previously filed report, an additional report must be filed within the same time limits.

Takeover Bid Rules

Any person who acquires or offers to acquire 20 per cent or more of Moto's Shares is deemed to be making a takeover bid. The applicable Canadian Securities Laws generally provide that takeover bids must:

- be made available to all shareholders,
- be open for acceptance for a minimum of 35 days,
- offer identical consideration to all shareholders, and
- be made by a takeover bid circular containing prescribed information about the bidder and its intentions with respect to Moto.

There are also rules that require the bidder to offer at least as high a price and offer to acquire at least as great a percentage as any the bidder gave to any other person in the 90 day period preceding the bid.

There are various statutory exemptions available from these rules. In particular, a person may acquire up to 5 per cent of Moto's Shares in any 12-month period at prices not in excess of "market price" (plus brokerage). Also, a person may acquire Shares of Moto from no more than five persons in private transactions at no more than 115 per cent of "market price".

Insider Reporting

A person who acquires direct or indirect beneficial ownership of or the power to exercise control or direction over, more than 10 per cent of the Shares of Moto is considered to be an "insider" of Moto. Each insider must file an initial insider report in prescribed form within 10 days of becoming an insider disclosing the holdings of that person. That insider must file a further insider report within 10 days of any change in the ownership or control or direction over securities of Moto.

Insider reports are filed electronically using the System for Electronic disclosure by Insiders (or SEDI) established by the Canadian Securities Administrators. Further information about SEDI can be found at the SEDI website, www.sedi.ca.

Foreign Investment

The *Investment Canada Act* requires acquisitions of existing Canadian businesses by foreign nationals to be reviewed by the Investment Canada division of Industry Canada when the value of the acquired business exceeds C\$5 million. However, under the agreement establishing the World Trade Organization ("WTO"), a special status is conferred upon nationals of WTO member states and entities controlled by them. The investment threshold limit applicable to WTO investors (which includes Australians and Great Britons and Australian-controlled and U.K.-controlled companies) is currently (2005 year) businesses with assets valued at C\$250 million. The threshold limit is adjusted annually based on the change to the Canadian GDP in each succeeding year. Any transaction below the current threshold is not reviewable unless the Canadian business is a "cultural business", provides any financial service, engages in the production of uranium or provides any transportation service. Moto does not currently carry on any business that would require review for an acquisition under the threshold.

In order for a reviewable transaction to be approved by Investment Canada, it must result in a "net benefit" to Canada. The Investment Canada Act sets out a number of factors that are to be taken into account in determining whether the proposed investment is of net benefit to Canada, including the effect of the investment on the level and nature of economic activity in Canada and the degree and significance of participation by Canadians in the existing and proposed businesses. Factors such as continued employment and infusion of capital by the acquirer are particularly significant to Investment Canada and assist in meeting the net benefit test. Conversely, plans to downsize following a merger can be impediments to achieving approval for the investment.

Investments by non-Canadians in non-reviewable acquisitions and in the establishment of a new business are subject only to a notice-filing requirement that must be made within 30 days following implementation of the investment.

Investment Review

If a proposed investment is subject to review, the Minister of Industry who is responsible for Investment Canada, will, on recommendation of Investment Canada, either approve or not approve the proposed investment. The Minister of Industry has the power to order divestiture of control of a Canadian business that is the subject of an investment. The *Investment Canada Act* allows for negotiations to take place between Investment Canada and the investor to amend the terms of the application to provide for commitments, plans and undertakings, including with respect to the expenditure of certain amounts on capital or technology as well as the maintenance of employment levels or retaining head office functions in Canada so that the application is more acceptable to the Minister. Investment Canada, in the course of its review, will seek input from provincial governments or other government departments that they believe may be affected by, or have an opinion on, the investment.

Waiting Periods

If a review is required, then Investment Canada must, within 45 days after receipt of a complete review application, advise the investor whether or not the investment is, in the view of the Minister, of net benefit to Canada. The Minister is entitled to a 30-day extension, on notice to the investor, for completion of the review. After such time, the Minister may request an extension, which must be mutually agreed to by the investor.

Toronto Stock Exchange Company Manual

The requirements set out by the TSX relating to listed companies are a part of a substantial body of law and custom that has evolved to ensure a fair and orderly market for listed securities. The Company Manual has been designed to provide a detailed and well-indexed compendium of these requirements. To accommodate companies with a diverse range of activity and size, while at the same time ensuring that basic standards are met, the TSX maintains listing requirements which apply specifically to junior companies, as well as requirements that are for more seasoned companies.

The Toronto Stock Exchange Company Manual and related materials can be found at www.tsx.com/en/pdf/CompanyManual.pdf.

4. THE CITY CODE

The Company was continued under the laws of British Columbia, Canada, is governed by the *Business Corporations Act* (British Columbia), and has registered its head office and place of central management located in Australia. Accordingly, transactions in Shares will not be subject to the provisions of the City Code on Takeovers and Mergers (the "City Code"). There are, however, provisions under Canadian Securities Laws applicable to the Company, particularly Part 13 of the *Securities Act* (British Columbia), that are, in part, similar or analogous to certain provisions of the City Code. These are described briefly in Section 3 of this Appendix above.

5. SHARE CAPITAL

The Company, as at the date of this document has in issue 46,541,839 Shares, 11,976,579 Warrants, and 5,180,000 Stock Options, as detailed in the table below.

The authorized capital of the Company consists of an unlimited number of Shares with no nominal or par value. Shares are recorded in the accounts of the Company at their issue price less expenses associated with their issue. The liability of each Shareholder is limited to the aggregate amount of the issue price of each of their Shares. All the issued Shares are fully paid and no shares are held in treasury.

All the Shares rank *pari passu* as to voting rights, participation and distribution of the Company's assets on liquidation, dissolution or winding-up and the entitlement to dividends. Holders of Shares are entitled to receive notice of, attend and vote at all meeting of Shareholders. Each Share carries one vote at such meetings. A copy of the articles of association of the Company is contained on the Company's website at www.motogoldmines.com.

The ISIN Code for the Shares is CA61981U1084.

MGAL was listed on the ASX from 1993 until 26 May 2005 when, as a consequence of the merger with the Company (then named King Products Inc) it became a 100 per cent subsidiary of the Company. Trading in the Shares commenced on the TSX on 27 May 2005 and CHESD Depository interests ("CDI") commenced trading on the ASX from the same date.

Each Share is equivalent to 5 CDIs.

The Company intends to make an application for all of its Shares to be admitted to trading on AIM.

The Company has in issue listed and unlisted Warrants and Stock Options to subscribe for Shares as detailed in Table 1. Not included in Table 1 are Warrants which are expected to be issued to RFC (as disclosed in Section 19).

Table 1 – Share Capital

Type of Security	Exercise Price	Expiry Date	Number in Issue
Fully Paid Ordinary Shares			
Existing Shares in issue (quoted)			46,541,839
Warrants			
TSX Listed Warrants ¹	A\$1.40	31 May 2006	6,068,509
Unlisted Broker Warrants	A\$1.25	17 November 2006	137,760
Unlisted Broker Warrants	A\$1.25	30 November 2006	206,640
Unlisted Broker Warrants	C\$2.70	27 August 2007	375,000
Unlisted Warrants	A\$2.25	6 June 2006	1,000,000
Unlisted Warrants	C\$1.35	26 May 2007	278,670
Unlisted Warrants	C\$3.25	27 August 2007	3,910,000
Options			
Unlisted Options	A\$0.75	31 December 2006	500,000
Unlisted Options	A\$1.10	31 January 2007	540,000
Unlisted Options	A\$1.75	31 December 2007	140,000
Unlisted Options	C\$2.60	5 October 2011	1,750,000
Unlisted Options	C\$3.15	5 October 2011	400,000
Unlisted Options	C\$2.70	5 October 2011	800,000
Unlisted Options	C\$3.00	31 October 2011	1,050,000
Fully diluted share capital			63,698,418

Notes:

1. No application has been made for the listed Warrants, unlisted Warrants and Options to be traded on AIM.
2. In addition to the securities listed in the table above, pursuant to a mineral acquisition agreement dated February 2005, Moto has agreed to issue a further 100,000 Shares for every 250,000 ounces of gold identified within the Blue Rose and Tangold areas (within the Moto Gold Project), up to a maximum of a further 800,000 Shares.
3. In addition to the securities listed in the table above, and subject to compliance with ASX and TSX rules and receipt of any required regulatory and shareholder approvals, if Moto makes a material further issuance of shares, Moto will grant further Options at the prevailing market price such that the total number of Stock Options granted to Sir Samuel Jonah from the date of his appointment is 5 per cent of the total number of Shares issued by the Company.
4. In addition to the securities registered in the table above, as advised in a news release filed on 1 November 2005, it is proposed, subject to shareholder and regulatory approval and pursuant to the Company's Stock Option Plan, that Stock Options be issued to non-executive directors of the Company as follows: Mr Kansteiner 60,000 Stock Options, Mr Hodgson 100,000 Stock Options, Dr O'Leary 75,000 Stock Options, Mr Harvey 50,000 Stock Options and Dr Jones 250,000 Stock Options. The Stock Options will be exercisable at C\$3.00 each within 6 years of issue. A shareholder meeting to consider these issues is scheduled for May 2006.

Save as disclosed in this document:

- (a) no Share of the Company has been issued or is now proposed to be issued, fully or partly paid, either for cash or for a consideration other than cash;
- (b) no Share of the Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) no commission, discount, brokerage or other special term has been granted by the Company or is now proposed in connection with the issue or sale of any part of the share capital of the Company;
- (d) no founder, management or deferred shares have been issued by the Company; and
- (e) no amount or benefit has been paid or is to be paid or given to any promoter of the Company.

6. DISCLOSURE

The Company has adhered to all legal and regulatory requirements involved in having its securities traded on TSX and its CDI's on ASX. There is no material information concerning the Company which has not been included in the Company's Public Record as at the date of this document.

The Company has complied with all the continuous disclosure requirements of the Securities Laws of Australia and Canada.

7. SIGNIFICANT CHANGES IN FINANCIAL OR TRADING POSITION SINCE 30 JUNE 2005

Other than as disclosed in the Announcement or as otherwise disclosed in the Company's Public Record, there has been no significant change in the financial and trading position of the Company since the Accounts Date, being the date on which the last audited financial statement of the Company, were published.

8. ADMISSION, SETTLEMENT (CREST) AND DEALINGS

To be traded on AIM, securities must be able to be transferred and settled through the "CREST" system, a UK computerised paperless share transfer and settlement system, which allows shares and other securities, including depository interests, to be held in electronic form rather than in paper form. For foreign securities to be transferred and settled through CREST, it is not possible to admit the Shares to CREST. Instead, they need to be in the form of "Depository Interests".

The Company, through its UK Registrar, intends to establish a facility whereby (pursuant to a depositary deed poll to be executed by the UK Registrar) Depositary Interests, representing Shares, will be issued by the UK Registrar, acting as depository, to persons who wish to hold the Shares in electronic form within the CREST system. It is intended that the Company will apply for the Depositary Interests, representing Shares, to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in Depositary Interests representing the Shares following Admission may take place within the CREST system if the relevant Shareholders so wish. The Depositary Shares will have the same International security identification number (ISIN) as the underlying Shares.

CREST is a voluntary system and shareholders who wish to have them held outside of CREST will have their details recorded on the Company's share register maintained in Canada.

The Shares will remain listed and traded on the TSX and the ASX. The transfer agent and registrar in Canada for the Shares is Equity Transfer Services Inc, at their principal office in Toronto, Ontario, Canada. The transfer agent and registrar in Australia is Advanced Share Registry Services, at their principal office in Perth, Western Australia.

Shares held on the Canadian registry or the Australian registry (in the form of CDIs) cannot be traded on AIM and similarly, Depositary Interests representing Shares held on the UK registry cannot be traded on the TSX or the ASX. However, Shares held through CDS & Co, the registration name of the Canadian Depository for Securities Limited, the entity that acts as nominee for many brokerage firms, may be transferred into Depositary Interests held through CREST on the UK registry and vice versa. In addition, Shares held on the Australian registry (in the form of CDIs) may be transferred into Depositary Interests held through CREST on the UK registry and vice versa. Shareholders wishing to undertake such a transfer should contact their broker and allow a reasonable time for the transfer to be effected.

9. LOCK IN ARRANGEMENTS

AIM has agreed to derogate the lock-in requirements of AIM Rule 7 insofar as they concern the Directors on the basis that the Directors, whose interests in Shares, Warrants and Stock Options are detailed in Section 13, sign an orderly market agreement with RFC undertaking not to dispose of any Shares, Warrants or Stock Options that they or any of their "related parties" (as defined in the AIM Rules) own for a period of 12 months from Admission other than by orderly sale through Haywood and after advance approval of the proposed sale by RFC.

The orderly market agreements above will apply in respect of 588,399 Shares, 2,950,000 Options and 19,199 Warrants representing, in aggregate, approximately 5.6 per cent on a fully diluted basis of the issued share capital of the Company at the date of this document and in respect of any Shares issued pursuant to the exercise of Options/Warrants held by the relevant party during the term of the lock-in. These agreements will be entered into prior to Admission.

The Company has no other "related parties" or "applicable employees" as defined in the AIM Rules, who would also have had to enter into a lock-in agreement other than shareholder, Golden Star Resources Ltd ("Golden Star").

Golden Star is a gold production company listed on both the TSX (code: GSC) and the American Stock Exchange (code: GSS). Golden Star acquired its initial interest in Moto in December 2004 when it subscribed (for cash) for (the equivalent of in MGAL) 3 million shares and 3 million Warrants. In June and December 2005 Golden Star exercised a total of 2 million of these Warrants. Golden Star has not disposed of any of these securities since their acquisition and at the date of this announcement holds an undiluted interest in Moto of 10.7 per cent. AIM has agreed to derogate the lock-in requirements of AIM Rule 7 insofar as they concern Golden Star on the basis that Golden Star sign an orderly market agreement with RFC and Haywood. This agreement will be entered into prior to Admission if Golden Star holds an interest in the Company of 10 per cent or more at Admission.

10. DIVIDEND POLICY

The Company anticipates that significant expenditure will be incurred in the development of the Moto Gold Project over at least the first three years following Admission. Accordingly, the Company does not expect to declare any dividends during that period. Thereafter it is the Directors' intention to pay dividends when profit, available cash flow and capital requirements allow.

No dividends have been paid or declared since the commencement of the financial year and no dividends have been recommended by the Directors.

11. RISK FACTORS

There are a number of risks which may have a material and adverse impact on the future operating and financial performance of Moto and the value of the Shares. These include risks that are widespread risks associated with any form of business and specific risks associated with Moto's business and its involvement in the exploration and mining industry. While most risk factors are largely beyond the control of Moto and its Directors, the Company will seek to mitigate the risks where possible, for example by obtaining appropriate insurances and maintaining its key relationships with the DRC's central and regional governments and local people, along with its joint venture partners.

The following summary, which is not exhaustive, represents some of the major risk factors which affect Moto.

Exploration and Mining Risks

The future viability and profitability of Moto as an exploration and mining company will be dependent on a number of factors, including, but not limited to, the following:

- exchange rates and the price of gold;
- risks inherent in exploration and mining including, among other things, successful exploration and identification of ore reserves, satisfactory performance of mining operations and competent management;
- a number of assumptions have been made and used by Moto and its advisers and consultants in the calculations and studies they have conducted. If any of these assumptions are incorrect, whether positive or negative, this will have an effect on the calculations and studies which have been conducted;
- the feasibility studies being conducted on the Moto Gold Project being completed, being positive and financing for construction being secured on terms acceptable to the Company without significant delays;
- risks associated with the current strong mining environment, which has been observed to cause significant increases in the capital costs of a number of resource projects around the world;
- subject to positive feasibility studies, and financing being obtained, the Moto Gold Project being developed and constructed on the basis and in the time period assumed and achieving mining results on the basis assumed;
- risks associated with obtaining the necessary approvals for (a) mining to be undertaken on the mining leases the subject of the Moto Gold Project and; (b) future tenements being granted and renewed as may be required for the Moto Gold Project;
- risks associated with the acquisition of a range of regulatory permits and approvals that may be necessary to allow Moto to construct the mine for the Moto Gold Project;
- the risk of material adverse changes in the government policies or legislation of the DRC affecting the level of mining and exploration activities or otherwise affecting the profitability of the Moto Gold Project and other future mining operations;
- environmental management issues with which the Company may be required to comply with from time to time and the potential risk that regulatory environmental requirements or circumstances could impact on the economic performance of the Company's operations;
- poor weather conditions over a prolonged period which might adversely affect mining and exploration activities and the timing of earning revenues; and

- unforeseen major failures, breakdowns or repairs required to key items of mining plant and equipment or mine structure resulting in significant delays, notwithstanding regular programs of repair, maintenance and upkeep.

Sovereign and Regional Risk

Moto's major project, the Moto Gold Project, is located in the north east of the DRC. The DRC is a developing nation emerging from a period of civil war and conflict. Physical and institutional infrastructure throughout the DRC is in a debilitated condition. The DRC is in transition from a largely state controlled economy to one based on free market principles, and from a non-democratic political system with a centralized ethnic power base, to one based on more democratic principles (the presidential elections are scheduled to be held by 30 June 2006). There can be no assurance that these changes will be effected or that the achievement of these objectives will not have material adverse consequences for Moto and its operations. The north east of the DRC continues to experience instability due to certain militia and criminal elements. Whilst the Government and United Nations forces are working to support the extension of central government authority into the region there can be no assurance that such efforts will be successful.

Other Risks

The future viability and profitability of Moto is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries, including, but not limited to, the following:

- the strength of the equity and share markets in Canada and throughout the world;
- general economic conditions in Canada, Australia, the DRC and their major trading partners and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruptions;
- financial failure or default by a participant in any of the joint ventures or other contractual relationship to which Moto is, or may become, a party;
- insolvency or other managerial failure by any of the contractors used by Moto in its activities; and
- industrial or other disputation in Canada, Australia or the DRC.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by Moto or by investors in Moto. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Moto and the value of the Shares.

12. ARTICLES

A shareholding in the Company is held subject to the Articles that are similar to those of other public limited liability companies listed on TSX. The Articles of the Company can be accessed at the Company's website www.motogoldmines.com, and are also available on SEDAR, www.sedar.com.

13. DIRECTORS' INTERESTS IN SHARE CAPITAL

At Admission, Directors and entities in which the Directors have a substantial interest will hold a total of 588,399 Shares and a total of 2,950,000 Options and 19,199 Warrants in the capital of the Company.

The interests of the Directors (within the meaning of section 346 of the UK Companies Act 1985 (as amended) in Shares, Warrants and Stock Options at Admission are provided in Table 2.

Table 2 – Directors' Interests

Director	Number of Shares	Options	Warrants
Samuel Jonah KBE ^{1, 3}	-	2,150,000	-
Mr Klaus Eckhof	550,000	-	-
Mr Walter Kansteiner ^{2, 4}	-	200,000	-
Mr David Hodgson ^{2, 4}	-	200,000	-
Dr Jeff O'Leary ^{2, 4}	-	200,000	-
Dr Douglas Jones ⁴	-	-	-
Mr T. Sean Harvey ^{2, 4}	38,399	200,000	19,199
Total (all Directors)	588,399	2,950,000	19,199

Notes (see superscript above)

1. 1,750,000 Options exercisable at C\$2.60 and expiring on 5 October 2011 and 400,000 Options exercisable at C\$3.15 and expiring on 5 October 2011.

2. Options exercisable at C\$2.70 and expiring on 5 October 2011.

3. Subject to compliance with ASX and TSX rules and receipt of any required regulatory and shareholder approvals, if Moto makes a material further issuance of Shares, Moto will grant further Options at the prevailing market price such that the total number of Stock Options granted to Sir Samuel Jonah from the date of his appointment is 5 per cent of the total number of Shares issued by the Company.

4. It is proposed, subject to shareholder and regulatory approval and pursuant to the Company's Stock Option plan, that Stock Options be issued to non-executive directors of the Company as follows: Mr Kansteiner 60,000 Stock Options, Mr Hodgson 100,000 Stock Options, Dr O'Leary 75,000 Stock Options, Mr Harvey 50,000 Stock Options and Dr Jones 250,000 Stock Options. The Stock Options will be exercisable at C\$3.00 each within 6 years of issue. A shareholder meeting to consider these issues is scheduled for May 2006.

All of the above interests disclosed in Table 2 are directly and/or beneficially held by the relevant Director except as noted.

The Directors will enter into orderly market arrangements as set out in Section 9 of this Appendix.

14. ADDITIONAL INFORMATION ON THE DIRECTORS

Details of the Directors and their backgrounds can be found at www.motogoldmines.com and in the Company's 2005 Annual Report.

The directorships and partnerships of the Directors, other than of the Company and its subsidiaries and associated companies, held at present and within the five years preceding the date of the Announcement are provided in Table 3.

Table 3 – Current and Former Directorships

Name	Current Directorships/Partnerships	Past Directorships/Partnerships (within past 5 years)
Samuel Jonah KBE (Aged 56)	AngloGold Ashanti Ltd, Anglo Platinum Corporation Ltd, Transnet Ltd, Equator Exploration Ltd, Titanium Resources Group Ltd, Equinox Minerals Ltd, Bayport Holdings Ltd, Standard Bank of South Africa, Mittal Steel Ltd, Uramin Ltd	Ashanti Goldfields Company Ltd, Lonmin Plc, Defiance Mining Corporation, Ghana Airways, First Atlantic Bank, Metropolitan Insurance Company, Ecobank Transnational Inc, African Banking Corporation Ltd
Mr Klaus Peter Eckhof (Aged 47)	Tiger Resources Ltd, African Metals Ltd, Aurora Gold Corp	Spinifex Gold Ltd, Pan Palladium Ltd, Leo Shield Exploration Ltd, Global Doctor Ltd, Lafayette Mining Ltd, Lakota Resources Ltd, Lalo Ventures Ltd, Bayswater Ventures Ltd
Mr Walter Kansteiner (Aged 50)	The Scowcroft Group, Titanium Resource Group, African Wildlife Group, African Parks Foundation	-
Mr David Hodgson (Aged 58)	ISS International Ltd, ISS Pacific Ltd	AngloGold Ashanti Ltd
Dr Jeffery O'Leary (Aged 60)	Palladex pic Goldstar Resources NL European Goldfields Limited	HSBC pic
Dr Douglas Alan Jones (Aged 51)	Minera IRL SA	-
Mr T. Sean Harvey (Aged 46)	Orvana Minerals Corp, Andina Minerals Inc, Polaris Geothermal Inc, Manicouagan Minerals Inc	TVX Gold Inc, Atlantico Gold Inc

None of the Directors:

- (a) has any unspent convictions in relation to indictable offences; or
- (b) has been bankrupt or the subject of an individual voluntary arrangement, or has had a receiver appointed to the assets of such director; or
- (c) has been a director of any company which, while he was a director or within 12 months after he ceased to be a director, had a receiver appointed or went into compulsory liquidation, creditors voluntary liquidation, administration or company voluntary arrangement, or made any composition or arrangement with its creditors generally or with any class of its creditors; or
- (d) has been a partner of any partnership which, while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or
- (e) has had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or
- (f) has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

15. DIRECTORS' SERVICE AGREEMENTS AND REMUNERATION

Details of the current remuneration arrangements of the Directors and their remuneration for the financial year ended 30 June 2005 are disclosed in the Directors' Report included in the Company's annual report for the year ended 30 June 2005. Subsequent to the year end, Mr Reginald Gillard and Mr Patrick Flint resigned as directors of the Company, and Sir Samuel Jonah, Mr David Hodgson, Mr Walter Kansteiner and Dr Jeffrey O'Leary have been appointed as directors.

Summary service agreements for each of the directors appointed subsequent to 30 June 2005, are set out below:

(a) Employment Contract with Samuel Jonah KBE (Non-Executive Chairman of the Board)

Gross remuneration of C\$100,000 per annum; contributions to Pension Plan at 10 per cent of annual salary; grant of 1.75 million Stock Options granted 5 October 2005, subject to shareholder and regulatory approval, and expiring 6 years after grant. Sir Sam's appointment is subject to reappointment at each annual general meeting of the Company. Required notice period on retirement is 3 months. In the event that the non-executive chairmanship is terminated, Sir Sam will be entitled to 6 month's remuneration in lieu of notice. Subject to compliance with stock exchange rules and receipt of any required regulatory and shareholder approvals, if Moto makes a material further issuance of shares, Moto will grant further Options at the prevailing market price expiring 6 years after grant such that the total number of Stock Options granted to Sir Sam from the date of his appointment is 5 per cent of the total number of Shares issued by the Company.

(b) Employment Contract with David Hodgson (Non-Executive Director)

Gross remuneration of C\$75,000 per annum; grant of 200,000 Stock Options (granted 5 October 2005), subject to shareholder and regulatory approval, and expiring 6 years after grant. Mr Hodgson's appointment is subject to reappointment at each annual general meeting of the Company.

(c) Employment Contract with Walter Kansteiner (Non-Executive Director)

Gross remuneration of C\$60,000 per annum; grant of 200,000 Stock Options (granted 5 October 2005), subject to shareholder and regulatory approval, and expiring 6 years after grant. Mr Kansteiner's appointment is subject to reappointment at each annual general meeting of the Company.

(d) Employment Contract with Dr Jeffrey O'Leary (Non-Executive Director)

Gross remuneration of C\$60,000 per annum; grant of 200,000 Stock Options (granted 5 October 2005), subject to shareholder and regulatory approval, and expiring 6 years after grant. Mr O'Leary's appointment is subject to reappointment at each annual general meeting.

The Directors are indemnified by the Company to the fullest extent permitted by law in connection with any claim brought against them arising out of their being a director of the Company.

16. PRINCIPAL HOLDERS OF SECURITIES

The Company is aware of the following shareholding which represent three (3) per cent or more of the Company's issued Shares, as at 22 February 2006, being the latest practicable date prior to the issue of this Announcement:

Shareholder	No. of Ordinary Shares Owned	Percentage of Ordinary Shares
Golden Star Resources Ltd	5,000,000	10.7%

17. WORKING CAPITAL

The Directors have no reason to believe that the working capital available to the Company will be insufficient for at least 12 months from the date of Admission.

18. TAXATION IMPLICATIONS FOR UK RESIDENTS INVESTING IN THE COMPANY

The following summary is intended as a general guide to UK resident (and, in the case of individuals, ordinarily resident) Shareholders (who, in the case of individuals, are domiciled in the UK), who hold their Shares in the Company as investments (rather than as dealing stock). The summary is based upon existing legislation and current HM Revenue & Customs practice. Any prospective Shareholder who is in any doubt as to his tax position, whether in the UK or in any other jurisdiction in which he may be liable to tax, should consult, and rely upon, the advice of his own professional advisor.

Tax residence of the Company

The Company is continued under the laws of British Columbia, Canada, governed by the *Business Corporations Act* (British Columbia) and managed and controlled in Australia. It does not have any form of permanent establishment in the UK, but does maintain an office in Toronto, Ontario, Canada. Accordingly, the Company should be treated as being resident in Canada, for UK tax purposes.

Taxation of Dividends

Individuals

Dividends paid by the Company will constitute income in the hands of UK resident Shareholders. Any such Shareholders who are individuals will be liable to income tax (if at all) on their dividends at, in the case of starting and basic rate taxpayers, the dividend ordinary rate (10 per cent. for the year 2005-2006) or, in the case of higher rate taxpayers, the dividend upper rate (32.5 per cent. for the year 2005-2006). Dividend income from the Company will be treated as forming the highest part of the Shareholder's income.

Companies

A UK resident corporate Shareholder will generally be subject to UK corporation tax under Schedule D Case V in respect of dividends received from the Company at the usual rate of corporation tax applicable to it (30 per cent. for the year 2005-2006 for companies paying the full rate of corporation tax).

Tax Credits

Individuals and corporate Shareholders (in the case of corporate Shareholders owning less than 10 per cent. of the Company) are not normally able to obtain credit for any underlying tax paid by the Company in respect of its own profits.

Dividends paid by the Company will be subject to Canadian withholding tax at the rate of 15 per cent of the gross amount of the dividend unless the holder controls directly or indirectly at least 10 per cent of the voting power of the Company in which case the rate is reduced to 5 per cent. UK Shareholders should be able to obtain credit for all or part of any Canadian tax so withheld, in computing their respective liabilities to UK income tax or corporation tax on such dividend income. The maximum credit available would be restricted to the amount of UK income and corporation tax payable on the dividends received.

Taxation on disposals

Individuals

A UK resident or ordinarily resident Shareholder who disposes of (or who is deemed to dispose of) his Shares may be liable to capital gains tax in relation thereto at rates up to 40 per cent. (for the year 2005-2006) of any chargeable gain thereby realised. In computing the chargeable gain the Shareholder should be entitled to deduct from disposal proceeds the cost to him of the Shares (together with incidental costs of acquisition and disposal).

In addition to the foregoing, in computing his liability to capital gains tax, a Shareholder may be able to deduct from the disposal proceeds of his Shares other amounts including all or part of his annual exemption (£8,500 for the year 2005-2006) and any capital losses available to him. In certain circumstances, the liability to capital gains tax may be reduced by taper relief.

Companies

A UK resident corporate Shareholder which disposes of its Shares may be liable to corporation tax on chargeable gains in relation thereto at the usual rates of corporation tax applicable to it (30 per cent for the year 2005-2006 for companies paying the full rate of corporation tax). In computing the chargeable gain liable to corporation tax, the Shareholder should be able to deduct from disposal proceeds the cost to it of the Shares, together with incidental costs of acquisition and disposal, as increased by indexation allowance. In some limited circumstances, a Shareholder may be exempt from corporation tax in relation to its disposal of Shares under the substantial shareholding exemption, although the Company makes no representation, warranty or other statement in relation to the nature of its activities or eligibility for this exemption.

Chargeable gains arising on the disposal of Shares may be relieved by capital and/or income losses arising to the corporate holder.

There may be Canadian capital gains tax implications for certain UK investors, in particular those who acquire together with non-arm's length parties a holding of above 25 per cent of the Shares. Such investors should consult with a tax adviser experienced in Canadian taxation matters for further information on the applicability of the Canadian capital gains tax to their shareholding.

Stamp duty and stamp duty reserve tax ("SDRT")

Issue

No stamp duty, or SDRT, will be payable on the allotment or issue of the Shares, provided that they are not issued to a nominee or agent whose business includes the provision of clearance services or the issuance of depository receipts.

Transfer

There is generally no liability to UK stamp duty or stamp duty reserve tax on the issue of Shares by the Company. Any transfer of Shares will generally not be subject to UK stamp duty or stamp duty reserve tax provided the Shares continue to be registered only on a register which is kept in Canada. There is no guarantee that a register of members of the Company will never be kept in the UK.

UK stamp duty may arise on a transfer of Shares, if the transfer is executed in the UK, or relates to any matter or thing done, or to be done, in the UK. Such UK stamp duty will be payable at rate of 0.5 per cent., rounded up to the nearest £5.

No UK stamp duty, or stamp duty reserve tax, should be payable in respect of any dealings in the Depository Interests, provided the Shares are not registered on a register which is kept in the UK, and the Shares continue to be listed on a recognised stock exchange, such as the TSE. There is no guarantee that a register of members of the Company will never be kept in the UK, or that the Shares will continue to be listed on TSE or any other recognised stock exchange.

Entry into CREST

No stamp duty or SDRT should arise on the transfer of the Shares to a group company of the UK Registrar, to hold in its capacity as depository, nor on the subsequent issue by the depository to that transferor of depository interests representing the underlying Shares in uncertificated form (which are eligible for settlement through CREST).

Transfers within CREST

Depository interests representing Shares may be transferred in a paperless form within CREST. Special rules apply to these uncertificated depository arrangements. The depository arrangements to be put in place by the Company should satisfy the criteria for SDRT exempt depository interests. Any such transfer of the depository interests should therefore not be subject to SDRT.

Persons who are not resident or ordinarily resident (or, if resident or ordinarily resident are not domiciled,) in the UK, including those individuals and companies which trade in the UK through a branch, agency or permanent establishment, and who subscribe for the Shares in the course of that trade, are recommended to seek the advice of professional advisors in relation to their taxation obligations in both the UK and any other jurisdiction in which they may be liable to tax.

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in Shares. Taxation consequences will depend on particular circumstances.

Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility in respect of taxation consequences connected with an investment in Shares in the Company.

19. MATERIAL CONTRACTS

In addition to the agreements summarised in the Company's Public Record (which can be found at www.motogoldmines.com, www.sedar.com and www.asx.com.au), the following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries during the two years immediately preceding the date of this Announcement and are, or may be, material as of the date of this Announcement:

- An engagement letter dated 22 February 2006 between the Company and RFC under which RFC has agreed to act for the Company in relation to the application for Admission and as the Company's Nomad until terminated by either party by providing two months' notice. The engagement letter contains an indemnity from the Company in respect of the services provided by RFC. RFC has already been paid A\$75,000 and upon the Company's Admission, RFC will be paid a further A\$50,000 and will be granted 500,000 Warrants. These Warrants will have an exercise price of C\$7.86 and can be exercised at any time within the four year term. Under the terms of the agreement, the Company has agreed to pay RFC an annual fee of A\$60,000 payable quarterly in advance upon Admission and a cash fee of 0.5 per cent of any capital raised through any AIM broker in the UK market.
- An engagement letter dated 21 February 2006 between the Company and Haywood under which Haywood has agreed to act as the Company's broker in relation to the application for Admission and as the Company's broker until terminated by either party by providing three months' notice. Upon the Company's Admission under the terms of the agreement, the Company has agreed to pay Haywood an annual fee of £25,000 payable half yearly in advance.

20. LITIGATION

The Company is not engaged in any legal or arbitration proceedings, nor so far as the Directors are aware, are there any legal or arbitration proceedings active, pending or threatened by or against the Company which are having, may have or have had a significant effect on the financial position of the Company.

21. GENERAL

Other than as disclosed in the Announcement or as otherwise disclosed in the Company's Public Record:

- there have been no interruptions in the Company's business which may have or have had in the last twelve months a significant effect on the Company's financial position;
- The Company has not made any firm commitment to any future investment; and
- the Directors are not aware of any exceptional factors which have influenced the Company's activities.

There are no other persons (excluding professional advisers otherwise disclosed in this Announcement or in the Public Record and trade suppliers) who have received, directly or indirectly, from the Company within the 12 months preceding the date of this Announcement or with whom the Company has entered into a contractual arrangement (not otherwise disclosed in this Announcement) to receive, directly or indirectly from the Company on or after Admission fees or securities in the Company or any other benefit, with a value of £10,000 or more at the time of Admission.

The Company's accounting reference date is 31 December as from 31 December 2005.

The Company's position on corporate governance is set out in the Company's 2005 Annual Report. The Company's corporate governance procedures comply with those required by a TSX quoted company.

The Group had approximately 150 employees as at 30 June 2005. The companies which comprise the Group had a total of 36 employees as at 30 June 2004 and 2 employees at 30 June 2003.

The costs, charges and expenses payable by the Company in connection with or incidental to Admission, including registration and stock exchange fees, legal fees and expenses are estimated to amount to £135,000 excluding GST and VAT (excluding the Warrants to be granted to RFC).

It is emphasised that, although the Shares will trade on AIM, the Company will not be subject to takeover regulation in the UK. Being a company continued under the laws of British Columbia, Canada, Moto is subject to the takeover and other provisions of Securities Laws of the Provinces and other applicable Canadian laws (see sections 3 and 4 above).

The Company's latest published annual report and accounts for the financial year ended 30 June 2005 can be found along with other information on the Company on the Company's web-site, www.motogoldmines.com. Copies of this document are also available to the public free of charge at the Company's website www.motogoldmines.com.

22. CONSENTS

RFC has given and has not withdrawn its written consent to the inclusion in this Announcement of references to its name in the form and context in which it appears.

Haywood has given and has not withdrawn its written consent to the inclusion in this Announcement of references to its name in the form and context in which it appears.

The Competent Person has given and has not withdrawn its written consent to the inclusion in this Announcement of references to its name in the form and context in which it appears.

Dated 22 February 2006