

V.S.E. Notice

I. Plan of Arrangement

Pursuant to a Plan of Arrangement ('the Arrangement'), dated July 4, 1997, approved by shareholders by way of special resolution passed on August 14, 1997, and the Supreme Court of British Columbia on September 9, 1997, the Company shall reorganize into two companies. The Arrangement effects a corporate restructuring of Donner Resources Ltd. and its subsidiary, Denstone International Inc. ('Denstone International'), whereby on a post-arrangement basis, Denstone International will become a subsidiary of a new corporation called Denstone Resources Ltd. ('Denstone'). Each shareholder of Donner Minerals Ltd. ('Donner') shall receive as to close of business on November 11, 1997 (the 'Record Date') the following:

1. one (1) common share of Donner Minerals Ltd. in place of the existing common share of Donner Resources Ltd.
2. one (1) common share of Denstone for each six (6) common shares held by each shareholder of Donner.

Holders of securities other than common shares shall receive as to close of business on the record date the following:

1. one (1) Series 'A' Special Warrant of Denstone for each six (6) Series 'A' Special Warrants of Donner held,
2. one (1) Series 'B' Special Warrant of Denstone for each six (6) Series 'B' Special Warrants of Donner held; and
3. one (1) Share Purchase Warrant of Denstone for each six (6) Share Purchase Warrants of Donner held.

From November 7 to 11, 1997 inclusive, the shares of the Donner shall trade on an 'ex-distribution' basis. The share exchanges and distributions to be made under the Arrangement will take place after the Record Date to be announced by Donner.

Denstone Resources Ltd. will not commence trading until all V.S.E. requirements have been met. A further V.S.E. Notice will be published at a later date.

For further information, please refer to Donner's Management Information Circular, Annual and Special General Meeting of Shareholders, dated August 14, 1997.

II. Name Change

Pursuant to the Arrangement, the Company has changed its name from Donner Resources Ltd. to Donner Minerals Ltd. There is no consolidation of capital.

Effective at the opening November 7, 1997, the common shares of Donner Minerals Ltd. will commence trading on the Vancouver Stock Exchange, and the common shares of Donner Resources Ltd. will be delisted. The Company is classified as a 'venture' company.

Capitalization: 100,000,000 shares with no par value of which 24,279,502 shares are issued and outstanding

Escrow: 374,960 common shares

Section: 3

Transfer Agent: Pacific Corporate Trust Company

Trading Symbol: DML (new)

CUSIP Number: 257904 10 2 (new)