

- 4. directs Pacific Corporate Trust Company to issue or cause to be issued the New Shares to which the undersigned is entitled on completion of the Arrangement in the name indicated below and to send the New Shares to the address, or hold the same for pick-up, as indicated in this Letter of Transmittal, unless otherwise indicated under “*Special Registration Instructions*” or “*Special Delivery Instructions*” on the following page;
- 5. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing Donner Shares for the New Shares; and
- 6. acknowledges that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the deal, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned.

Unless otherwise indicated under “*Special Registration Instructions*” or “*Special Delivery Instructions*” on the following page (in which case registration or delivery should be made in accordance with those instructions), the certificates for the New Shares to be issued pursuant to the Arrangement should be issued in the name of the undersigned and forwarded to the undersigned at the address specified below (or if no such address or delivery instructions are made, to the latest address of record on Donner’s share register). If the Arrangement is not completed, the undersigned directs Pacific Corporate Trust Company to return the enclosed certificate(s) in accordance with the instructions in the preceding sentence.

Beneficial Shareholders of Donner Shares should contact their nominee (i.e. broker, trust company, bank or other registered holder) which holds their Donner Share certificates on their behalf to arrange for their exchange.

DATED this _____ day of _____, 2005.

Name of Shareholder (please print)

Address of Shareholder

Signature of Shareholder or Authorized Representative

Name of Authorize Representative, if applicable
(please print)

Social Insurance Number

Telephone Number Facsimile Number

Total Number of Donner Shares beneficially held,
directly or indirectly, by the Shareholder

U.S. residents/citizens **must** provide their
Taxpayer Identification Number: _____

SPECIAL REGISTRATION INSTRUCTIONS

To be completed only if the certificate(s) for the New Shares are NOT to be issued in the name of the undersigned:

ISSUE CERTIFICATE(S) IN THE NAME OF:
(please print)

Name

Address

City and Province/State

Country and Postal/Zip Code

Telephone

SPECIAL DELIVERY INSTRUCTIONS

To be completed only if the certificate(s) for the New Shares are to be sent to a name or an address other than the name and address of the Shareholder:

SEND CERTIFICATE(S) TO:
(please print)

Name

Address

Address

City and Province/State

Country and Postal/Zip Code

OR

HOLD CERTIFICATES FOR PICK-UP at the offices of Pacific Corporate Trust Company.

SUBSTITUTE FORM W-9

To be completed by U.S. Shareholders only (see Instruction 6)

Under penalties of perjury, I certify that:

1. The social security or other taxpayer identification number stated below is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding; or (b) I have not been notified by the United States Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because of under reporting interest or dividends on your tax return.

(Signature of Shareholder)

(Date)

(Social Security Number or Taxpayer Identification Number)

NOTE: FAILURE TO COMPLETE THIS BOX OR TO PROVIDED THE CORPORATION OR DEPOSITARY WITH A SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY DISTRIBUTION TO YOU PURSUANT TO THE ARRANGEMENT.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE "APPLIED FOR" IN THE SPACE FOR THE "TAXPAYER IDENTIFICATION NUMBER" ON SUBSTITUTION FORM W-9.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me and either: (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office; or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number within 60 days, 28% of all reportable payments made to me thereafter will be withheld until I provide a number.

(Signature of Shareholder)

(Date)

INSTRUCTIONS AND CONDITIONS

1. Delivery of Certificates

The method of delivery of the Donner Shares to Pacific Corporate Trust Company is at the option and risk of the holder, but if mail is available and used, registered mail is suggested. Delivery will be effected only when this Letter of Transmittal, the Certificate(s) described therein and other necessary documents are actually received by Pacific Corporate Trust Company.

2. Certificate(s) which must be Endorsed

If you request that Certificate(s) be registered in the name or names other than the name shown on the face of the Certificate(s) surrendered, such Certificate(s) must be properly endorsed in the place provided on the back thereof and the signature must be guaranteed by a Canadian schedule 1 chartered bank, or member of the Securities Transfer Agent Medallion Program or a member of the Stock Exchange Medallion Program.

3. Certificate(s) not Endorsed

Certificate(s) need not be endorsed if the new Certificate(s) is/are requested in the same name as that shown on the face of the Certificate(s) surrendered.

4. Charge for New Certificate(s)

Each registered shareholder of Donner is entitled, without charge, to have issued to them one certificate of each of Donner Metals Ltd. and Donner Minerals Ltd. (or following a name change, Donner Petroleum Ltd.) representing the New Shares for each certificate surrendered by him. A fee of \$5.00 (plus 7% GST if applicable), however, must be remitted for each additional certificate required.

5. Completion of Transmittal Letter

If you request that the Certificate(s) be registered in a name or names other than as shown on the fact of the Certificate(s), it is necessary that the full name (no initials) of the party specified be given, together with a full address and postal code.

6. U.S. Shareholders

Each U.S. Shareholder of Donner is required to provide Pacific Corporate Trust Company with a correct Taxpayer Identification Number ("TIN") on the Substitute Form W-9 which is provided above, and to certify whether such shareholder is subject to backup withholding of U.S. federal income tax. If a U.S. Shareholder has been notified by the Internal Revenue Service that such shareholder is subject to backup withholding, such shareholder must cross out item 2 of the Substitute Form W-9, unless such shareholder has since been notified by the Internal Revenue Service that such holder is no longer subject to backup withholding. Failure to provide the information in the Substitute Form W-9 may subject a U.S. shareholder to 28% federal income tax withholding on any payment or distribution to such shareholder made in connection with the purchase of such shareholder's common shares. If a U.S. Shareholder has not been issued a TIN and has applied for one or intends to apply for one in the near future, such shareholder should write "Applied For" in the space provided for the TIN in the Substitute Form W-9, and sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number. If "Applied For" is written in the Substitute Form W-9 and Pacific Corporate Trust Company is not provided with a TIN within 60 days, Pacific Corporate Trust Company will withhold 28% on all payments to such shareholder made in connection with the purchase of such shareholder's common shares until a TIN is provided to Pacific Corporate Trust Company.