

The Depository Trust Company

IMPORTANT

B#: 2805

DATE: January 09, 2002

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers & Reorganization Managers

SUBJECT: Rights: Darnley Bay Resources Limited
Common CUSIP#: 236901104 R/D: 12/05/01
Expires: 1/31/02 (4:00 p.m. Toronto time)
Rate: One right for each common share held

*****WARNING TIME CRITICAL*****

Darnley Bay Resources Limited (the "Company") is issuing rights ("Rights") to the holders of its outstanding Common Shares of record at the close of business on December 5, 2001 (the "Record Date") to subscribe for units ("Units"). Each Unit consists of one Common Share (80% flow-through) and one Common Share purchase warrant (a "Warrant") to purchase one additional Common Share (80% flow-through) at a price of \$0.30 (Canadian funds) by May 31, 2002. Subject to the terms hereto, each holder of Common Shares on the Record Date will receive one Right for each Common Share held. The Rights will be evidenced by rights certificates ("Rights Certificates") which will be fully transferable and divisible. Ten (10) Rights entitle the holder to subscribe for one Unit at a price of \$0.20 (Canadian funds) per Unit (the "Subscription Price") on or before 4:00 p.m. (Toronto time) on January 31, 2002 (the "Expiry Date").

No securities commission or similar regulatory authority in Canada has in any way passed upon the merits of the securities offered and any representation to the contrary is an offence. This offer is made in each of the Provinces and Territories of Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Northwest Territories, Nunavut, Ontario and Saskatchewan (the "Qualifying Jurisdictions"). The securities offered have not and will not be registered under the United States Securities Act of 1933, as amended, and accordingly they may not be offered or sold in the United States. In addition, the offering is not being made in jurisdictions where the Company is not eligible to make such offer.

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Computershare Trust Company of Canada (the "Subscription Agent") did not send Rights Certificates to shareholders residing in the United States, or to shareholders not residing in a Qualified Jurisdiction.

Participants with eligible holders wishing to have the Rights released to them, must submit written instructions to the Depository Trust Company ("DTC") no later than 10:00 a.m. New York City time on 1/22/02. Participants must fax their instructions to the attention of Ms. Susan Alvino at (212) 855-4545 and call (212) 855-4532 for confirmation of receipt. The instructions will be processed only after acceptance by the Subscription Agent.

If instructions are not received, the Subscription Agent will attempt to sell the Rights on DTC's behalf on a best effort basis.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY.

If participants have any questions regarding this Important Notice, please contact Mr. Ray Lew or Ms. Susan Alvino of DTC's Stock Dividend Department at (212) 855-4523/4532..

If participants have any questions regarding the Right Offering, they may contact the Subscription Agent at 1-800-663-9097.