

**GUYANOR RESSOURCES S.A.**  
**Société Anonyme with a Share Capital of €450,028.84**  
**Registered in Cayenne No. B 390 919 082**  
**8, Lotissement les Nénuphars, 97354, Rémire-Montjoly, French Guiana**

**NOTICE OF ANNUAL ORDINARY GENERAL  
AND EXTRAORDINARY MEETINGS OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual Ordinary General Meeting and Extraordinary Meeting of shareholders of Guyanor Ressources S.A. (the “Company”) will be held at 4:00 p.m. (local time) on June 23, 2005 at the Hilton Arc de Triomphe Paris, 51-57, rue de Courcelles, Paris, France for the following purpose:

**AGENDA FOR THE ANNUAL ORDINARY GENERAL MEETING:**

- Approval of annual financial statements for the year ended December 31, 2004 and release of the Directors and Statutory Auditors for carrying out their duties during the fiscal year ended December 31, 2004;
- Allocation of the financial results recorded during the fiscal year ended December 31, 2004;
- Approval of consolidated financial statements for the year ended December 31, 2004;
- Approval and ratification of agreements subject to articles L 225-38 and L 225-40 et al of the French Code of Commerce;
- Ratification of the appointment of a director;
- Re-election of the directors for the ensuing year;
- Re-election of the co-Statutory Auditor;
- Re-election of the co-Deputy Auditor; and
- Ratification of the transfer of the registered office.

**AGENDA FOR THE EXTRAORDINARY MEETING:**

- Authorization for Board of Directors to issue shares and securities giving access to shares with the removal of preferential subscription rights in favour of one category of persons who meet precise requirements;
- Approval of an increase of capital reserves to the Company’s employees in accordance with article L225-129-6 of the French Code of Commerce;
- Approval of the change of the Company’s name to “EURO Ressources S.A.”;
- Approval of changes to the Company’s stock option plan;
- Changing the Company’s registered office from French Guiana to Paris, France; and
- Approval of the fulfillment of certain legal formalities.

Particulars of the matters to be acted upon at the meeting are set out in the accompanying Information Circular.

Dated May 20, 2005.

(signed) “*James H. Dunnett*”  
Directeur-General

**YOUR VOTE IS IMPORTANT.** Shareholders who are unable to attend the Meeting in person can give a proxy or vote by mail. If you choose to do so, please complete, date and sign the enclosed Form promptly and return it in the self-addressed envelope for receipt by 4:00 p.m. (Toronto time or Paris time as the case may be) on Thursday, June 16, 2005. To vote other than by mail, the Form can also be deposited with the president of the Meeting or the scrutineer of the Meeting prior to the commencement of the Meeting. If a Shareholder receives more than one Form because such Shareholder owns shares registered in different names or addresses, each Form should be completed and returned.