

This document is important and requires your immediate attention. If you are in doubt as to how to respond to the Offer, you should consult with your investment dealer, stockbroker, lawyer or other professional advisor. Inquiries concerning the information in this document should be directed to Allyn Resources, Inc. to the attention of Thatcher L. Townsend, Jr., Chief Executive Officer and Chief Financial Officer at (336) 924-6936 or to Griffiths McBurney & Partners to the attention of Mark Wellings at (416) 943-6110.

Allyn Resources, Inc.

Notice of Change to Directors' Circular dated April 5, 2001

recommending

REJECTION

of the Offer by

Cantech Ventures Inc.

dated March 26, 2001

to purchase all of the Common Shares of

Allyn Resources, Inc.

The Board of Directors of Allyn Resources, Inc. continues to UNANIMOUSLY recommend that holders of Common Shares REJECT the Offer and NOT TENDER their Common Shares to the Offer.

Griffiths McBurney & Partners have advised that the Offer is INADEQUATE, from a financial point of view, to Allyn Resources, Inc. and to holders of Common Shares.

April 20, 2001

ALLYN RESOURCES, INC.

NOTICE OF CHANGE TO DIRECTORS' CIRCULAR

April 20, 2001

This Notice of Change (the "Notice of Change") relates to the Directors' Circular dated April 5, 2001 (collectively, the "Directors' Circular") by the Board of Directors (the "Board of Directors") of Allyn Resources, Inc. ("Allyn" or the "Corporation") in connection with the offer (the "Offer") by Cantech Ventures Inc. ("Cantech" or the "Offeror") to purchase all of the outstanding common shares ("Common Shares") in the capital of the Corporation on the basis of one (1) common share in the capital of Cantech ("Cantech Shares") for each two (2) Common Shares of the Corporation upon the terms and subject to the conditions set forth in the offer and accompanying offering circular (collectively, the "Offering Circular") of Cantech dated March 26, 2001, as amended by the Notice of Extension & Variation of Cantech dated April 9, 2001 (the "First Notice"). The Offer expires at 5:00 p.m. (local time) on April 24, 2001, unless withdrawn or extended.

Reference is made to the Offering Circular for, among other things, details of the terms and conditions of the Offer.

Shareholders are cautioned that, except in very limited circumstances involving certain extensions, variations or changes of the Offer, any Common Shares which have been deposited under the Offer as of 12:00 midnight (local time) on April 19, 2001, or which are deposited under the Offer on or after April 20, 2001, can only be withdrawn after May 10, 2001. As the Offer is open for acceptance until 5:00 p.m. (local time) on April 24, 2001, there is no need for Shareholders to take any action with respect to the Offer at this time. Shareholders who decide to tender to the Offer should only do so immediately prior to the expiry time of the Offer.

Capitalized terms used herein but not defined in this Notice of Change have the meaning set out in the Directors' Circular. Unless otherwise indicated herein, all dollar amounts set forth in this Notice of Change are in Canadian dollars.

DIRECTORS' UNANIMOUS RECOMMENDATION

The Board of Directors continues to believe that the Offer fails to recognize the value of Allyn and is an attempt by Cantech to acquire Allyn, to benefit its own interests, for less than the fair value of your Common Shares.

The Board of Directors continues to UNANIMOUSLY recommend that holders of Common Shares REJECT the Offer and NOT TENDER their Common Shares to the Offer.

BACKGROUND TO THE NOTICE OF CHANGE

Shareholders are referred to the Directors' Circular for a more comprehensive discussion of the background to the Offer and the reasons for the recommendation of the Board contained therein.

Subsequent to the mailing of the Directors' Circular:

- a. Pursuant to the First Notice, Cantech amended the Offer by extending the time during which the Offer was open for acceptance from 5:00 p.m. (local time) on April 17, 2001 to 5:00 p.m. (local time) on April 24, 2001. Also pursuant to the First Notice, disclosure set out in the Offering Circular regarding Shareholders not resident in Canada who tender their Common Shares to the Offer, was amended.
- b. On April 19, 2001, the Corporation entered into an agreement (the "Sale Agreement") with DeBeers Canada Mining Inc. ("DeBeers") pursuant to which Allyn agreed to sell the Corporation's one and one-third percent gross overriding royalty on certain claims in the Northwest Territories including the area known as "Snap Lake" (the "GORR") to DeBeers for consideration of \$5,500,000 in cash (the "Sale Transaction"). Closing of the Sale Transaction is presently scheduled for July 10, 2001. **The Board of Directors has determined that the Sale Transaction is in the best interests of the Corporation and the Shareholders. The Financial Advisor has indicated that it will be able to provide an opinion that**

the Sale Transaction is fair, from a financial point of view, to Shareholders. The Board of Directors has agreed to recommend to Shareholders that they vote their Common Shares in favour of the sale of the Sale Transaction at a Special Meeting of Shareholders (the "Special Shareholders Meeting") to be held on July 9, 2001 to approve the Sale Transaction.

In the event that Cantech acquires one-third or more of the Common Shares of Allyn pursuant to the Offer then each of the Corporation and De Beers has the right not to complete the Sale Transaction.

After the completion of the Sale Transaction, the Corporation intends to distribute a cash dividend of approximately \$0.12 per share to shareholders (the "Dividend Distribution") and the Board of Directors is currently reviewing a number of alternatives in respect of what it intends to do with the balance of the net proceeds from the Sale Transaction (the "Additional Plans") including: (i) the purchase of flow-through shares of other public companies in order to reduce the Corporation's tax liability as a result of the Sale Transaction; (ii) reactivating its business as a junior mining exploration company, taking steps to lift the cease trade order presently in place in respect of the Corporation and taking steps to relist its common shares on a stock exchange; and (iii) the liquidation and dissolution of the Corporation.

Further details of the Sale Transaction, the Dividend Distribution and the Additional Plans will be provided in the materials to be sent to Shareholders in connection with the Special Shareholders Meeting.

REASONS FOR RECOMMENDATION

The Board of Directors, having reviewed the reasons for its recommendation as set forth in the Directors' Circular and having regard to the Sale Transaction on the terms set forth in the Sale Agreement, continues to unanimously recommend that holders of Common Shares reject the Offer and not tender their Common Shares to the Offer.

STATUTORY RIGHTS OF ACTION

Securities legislation in certain of the provinces and territories of Canada provides security holders of Allyn with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

APPROVAL OF NOTICE OF CHANGE

The contents of this Notice of Change have been approved, and the sending, communication or delivery thereof has been authorized, by the Board of Directors.

NOTICE TO U.S. SHAREHOLDERS

The tender offer referred to herein is made for the securities of a Canadian issuer and while the Offer is subject to Canadian disclosure requirements, Shareholders should be aware that these requirements are different from those of the United States. The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that Allyn Resources, Inc. is incorporated under the laws of a foreign country, that some or all of its officers and directors are residents of a foreign country and that all of the assets of Allyn Resources, Inc. are located outside the United States.

CERTIFICATE

Dated: April 20, 2001

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. The foregoing does not contain any misrepresentation likely to affect the value or the market price of the securities subject to the Offer within the meaning of the *Securities Act* (Québec).

On behalf of the Board of Directors

(Signed) Thatcher L. Townsend, Jr.
Director, Chief Executive Officer and
Chief Financial Officer

(Signed) James W. Owen
Director