



Johnstone & Company

Barristers & Solicitors

Experience, dedication, integrity

PROCESSED

JUN 13 2002

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FINANCIAL

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PLEASE REPLY TO: WILLIAM R. JOHNSTONE, LL.B.
Direct Line: (416) 860-7150 Ext. 250
Direct Email: bill@jcolaw.com

May 24, 2002

VIA TELECOPIER AND ORDINARY MAIL

(416) 593-8252

Ontario Securities Commission
19th Floor
20 Queen Street West
Toronto, Ontario
M5H 3S8



02034769

COPY

Attention: Continuous Disclosure

SUPPL

Dear Sirs:

RE: Outlook Resources Inc. ("Outlook")
File No. 1006-M-1

In accordance with subsection 72(5)(b) of the Securities Act (Ontario), R.S.O. 1990 c.S.5, as amended, (the "Act"), and in accordance with s. 9.1(1)(c)(iii) of Ontario Securities Commission Rule 45-503, I hereby give notice that 60,000 common shares of Outlook Resources Inc. (the "Company") were issued to **William R. Johnstone**, 88 Divadale Drive, Toronto, Ontario M4G 2P2 and 200,000 common shares of the Company were issued to **David R. Jolley**, 1749 Conc.#3, R.R.#1, Goodwood, Ontario, L0C 1A0 at a price of \$0.10 per share on May 23, 2002 pursuant to the exemption relating to management stock options and pursuant to Outlook's Stock Option Plan.

Yours very truly,

JOHNSTONE & COMPANY

Per: William R. Johnstone

cc: Canadian Venture Exchange
Alberta Securities Commission
British Columbia Securities Commission
United States Securities and Exchange Commission - 12g3-2(b) (**Exemption No. 82-4163**)

FAWPDOC\STOCKOPT\SOX\Outlook\WRJ&DJMay23.wpd

Tel: 416 860 7150
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Web: www.jcolaw.com
Address: 390 Bay St. #1515, Toronto, ON M5H 2Y2

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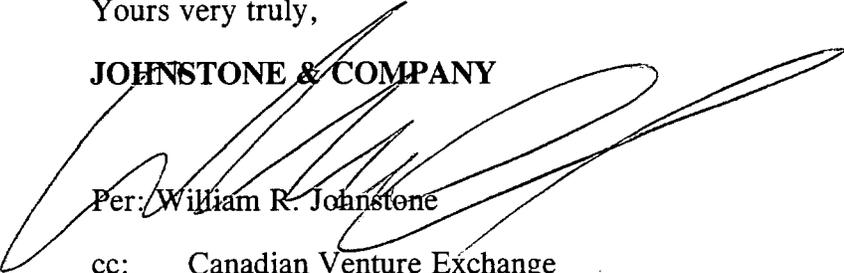
Dear Sirs:

RE: Outlook Resources Inc. ("Outlook")
File No. 1006-D-23

In accordance with subsection 72(5)(b) of the Securities Act (Ontario), R.S.O. 1990 c.S.5, as amended, (the "Act"), I hereby give notice that 160,000 common shares at \$0.10 per share and 16,000 warrants exercisable until August 1, 2002 to acquire common shares at \$0.15 per share of Outlook Resources Inc. were issued to each of **William R. Johnstone**, 88 Divadale Drive, Toronto, Ontario M4G 2P2, **David R. Jolley**, 1749 Conc.#3, R.R.#1, Goodwood, Ontario L0C 1A0, **John Bottomley**, 2195 Ireland Drive, Burlington, Ontario L7P 3G2 and **GPI Management Group Inc.**, 390 Bay Street, Suite 1515, Toronto, Ontario M5H 2Y2 at a price of \$0.10 per share on May 23, 2002 pursuant to section 72(1)(f)(iii) of the Act on the conversion of four (4) \$16,000 Convertible Debentures.

Yours very truly,

JOHNSTONE & COMPANY

Per:  William R. Johnstone

cc: Canadian Venture Exchange
Alberta Securities Commission
British Columbia Securities Commission
United States Securities and Exchange Commission - 12g3-2(b) (**Exemption No. 82-4163**)

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