

**UPTON**  
**RESOURCES INC.**

Bow Valley Square 2  
3900, 205 - 5th Avenue SW  
Calgary, Alberta  
T2P 2V7  
Ph: (403) 263-7373  
Fax: (403) 263-7375

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April 17, 2003



Office of International Corporate Finance  
Securities & Exchange Commission  
450-Fifth Street N.W., Mail Stop 3-7  
Washington, D.C. 20549  
U.S.A.

SUPPL

Dear Sir/Madame:

**Re: Exemption Number 82-3290**

Please be advised that Upton Resources Inc. has set June 5, 2003 as the date for the Annual Meeting for the year ended December 31, 2002. The Record Date has been set at May 6, 2002.

If you have any questions or concerns with regards to the above, I may be contacted at (403) 218-8982.

Sincerely,

**UPTON RESOURCES INC.**

A handwritten signature in black ink, appearing to read 'Rebekah Salayka'.

Rebekah Salayka  
Investor Relations Representative

PROCESSED  
MAY 20 2003  
THOMSON  
FINANCIAL  
De 5/15