

Orphan Boy Resources Inc.
16518 – 86A Avenue, Surrey, B.C., Canada, V4N 3G7
phone: 604.574.1681, fax: 604.574.4689, E-mail: **Error! Bookmark not defined.**

→ Goldstream
- Rift
887176

Progress Report to Shareholders, December 15, 1999

Dear Shareholder,

Management of your Company is pleased to announce a significant agreement with Bethlehem Resources (1996) Corporation at the Big Bend Metals Project, and the signing of a Financing Engagement Letter with Global Securities Corporation.

A Joint Venture Agreement was signed with Bethlehem Resources (1996) Corporation, a wholly owned subsidiary of Imperial Metals Corporation, on November 24th. The Agreement is in two parts, the first part being a Joint Venture on all of the Goldstream exploration properties, including Orphan Boy's former Groundhog Basin lands, and the second part being the right of first refusal for the 1,000 tonne per day Goldstream Mill, Mine and Infrastructure. Your Company will not assume any closure liability for the Goldstream facilities unless the second part of the agreement is exercised. Management does not intend to exercise the right unless your Company has discovered and developed a mineable deposit in the Project area.

The Joint Venture Agreement enhances the Big Bend Metals Project as several million dollars have been spent on exploration for polymetallic VMS type deposits at the Goldstream and several encouraging zones have been targeted. The Goldstream Mill, Mine and Infrastructure, which were constructed in 1983 by Noranda Mines Ltd. at a cost of \$85 million, are in excellent condition and will continue to be kept on a care and maintenance program by Imperial Metals Corporation. The Goldstream Mill is strategically located centrally within your Company's Big Bend Metals Project area and is easily accessed by way of Hwy 23.

The Company is well on the way with regard's to filing the necessary documents to become a Public Company in early 2000. On December 14th Management signed a Financing Engagement Letter with Global Securities Corporation. The proposed \$2 million financing would be through the facilities of the new Canadian Venture Exchange (CDNX). As discussed at our most recent Annual General Meeting a pooling agreement, a condition of stock release, is required by the Exchange and is mandatory for all the seed shares purchased at less than half the proposed Initial Public Offering (IPO) price to the public (\$0.75 per share). Hence all holders of twenty-five cents seed shares will be subject to mandatory pooling while holders of \$0.45 seed shares will be asked to voluntarily pool the shares, in doing so your Company will be able to demonstrate strength to our Agent, Global Securities Corporation, and to the market.

The Directors are pleased to announce that Brian Abraham of Lang Michener Lawrence and Shaw has joined your Company as Secretary. Lang Michener Lawrence and Shaw will of course continue to represent the Company for all legal issues.

There are a limited number of shares available from our final offering dated for reference August 3, 1999, originally only available to existing Shareholders. The Company has decided to extend the final offering and will concentrate on completing this issue A.S.A.P.

In the past two weeks several Analysts have written positive articles and placed buy recommendations on zinc. Inventory levels are near record low levels because of a lack of smelter capacity, and the supply of zinc lags demand. Investors are betting on higher zinc prices and the Company is extremely encouraged with the Rift property, which is a high-grade zinc prospect owned 100% by the Company.

On behalf of the Board of Directors I wish to thank you all for your support and wish you a Happy Christmas and success with your decision to participate in the future of Orphan Boy Resources Inc. – Management will continue to focus upon increasing shareholder value in 2000!

Sincerely yours,

Original signed by Ron Coombes

Ron Coombes, President & C.E.O.

TOS → RIFT

Nov 23/99

Orphan Boy Resources Inc.

A Mineral Resource Company

Mission

To increase shareholder value through discovery

Orphan Boy is an exploration company focused exclusively on the discovery of polymetallic mineral deposits, principally in the Revelstoke area of British Columbia, Canada

Corporate Information

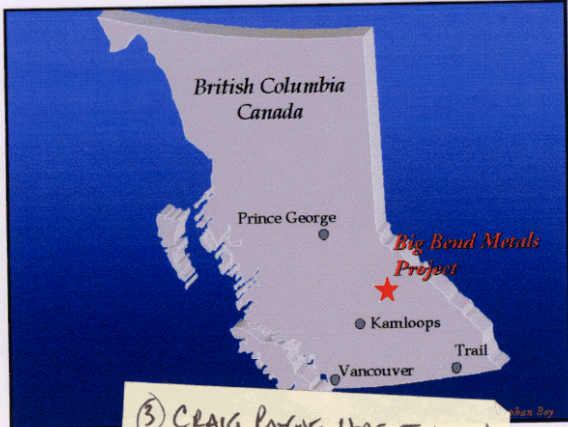
- Incorporated in British Columbia on March 24, 1995
- Founded by Ronald Coombes & Associates
- Currently a Private Company with 37 shareholders
- Principal project: Big Bend Metals Project located near Revelstoke, British Columbia

Directors & Officers

- Ronald A. Coombes, President and Director Secretary (TBA)
- John A. Chapman, B.Sc., P.Eng., Director
- Gerald G. Carlson, Ph.D., P.Eng., Director
- Mark T. Brown, B.Comm., C.A.

Consultants

- Accountant & Auditor: Smythe Ratcliffe
- Legal Counsel: Lang Michener Lawrence & Shaw
- Exploration Consultants: Crest Geological Consultants Limited
- Mining Consultants: J.A. Chapman Mining Services



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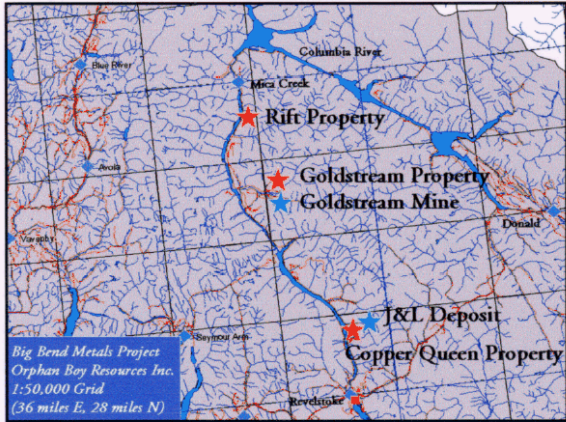
① CLOSING WITH IMPERIAL ON GOLDSTREAM WED.

② BRIAN ABRAHAM IS SECRETARY SUBJECT TO HIS FIRM'S OKAY.

③ CRAIG PAYNE HAS FINISHED RIFT & COPPER QUEEN REPORTS.

④ GORDON GIBSON STILL WORKING ON GOLDSTREAM SUMMARY REPORT.

⑤ PETER CHRISTOPHER WORKING ON IFO QUAL. REP.

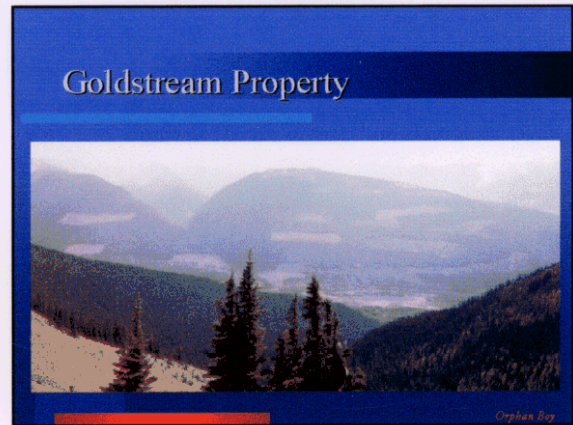
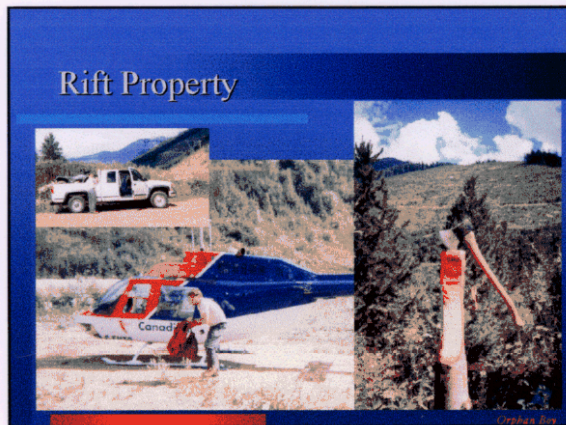


Big Bend Metals Exploration

- GSB ranks mineral discovery potential as very high (top 90% in province)
- Main discovery potential is for polymetallic VMS deposits and vein gold
- Area has a history of precious and base metals production
- Building on work done by others the Company has expended \$450,000

Big Bend Metals Properties

- Rift: Sedex prospect discovered by E&B Explorations Ltd. in 1980
- Goldstream: Originally a vein gold prospect, with VMS potential, adjacent to Goldstream Mine (VMS)
- Copper Queen: VMS prospect adjacent to J&L deposit



Goldstream Property



Orphan Boy

Copper Queen Property



Orphan Boy

Strategy

- Prepare a composite digital database for each Big Bend Metals Project property
- Solicit independent professional recommendations for future exploration at each property
- Review other regional exploration opportunities
- Prepare Company for public financing and stock exchange listing
- Prepare for an aggressive two phase exploration program on the Big Bend Metals Project in 2000

Orphan Boy

The Goal



Orphan Boy

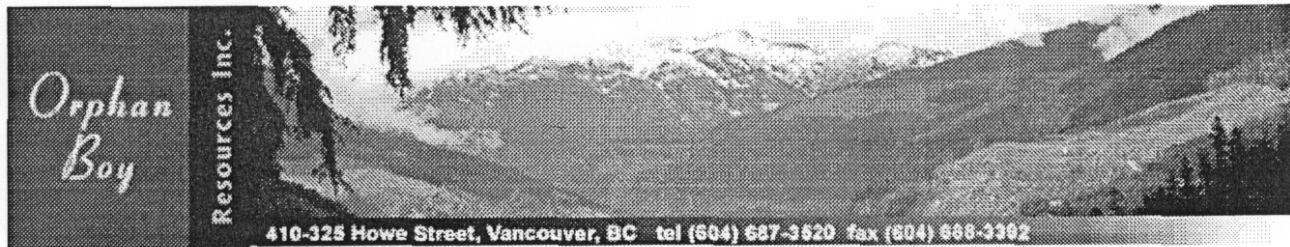
Orphan Boy Resources Inc.

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Orphan Boy



**ORPHAN BOY
CORPORATE INFO.**

**INVESTMENT
PROPERTIES**

- Rift
- Goldstream
- Copper Queen

ENVIRONMENT

METAL MARKET

**GOVERNMENT
NEWS**

GENERAL INFO.

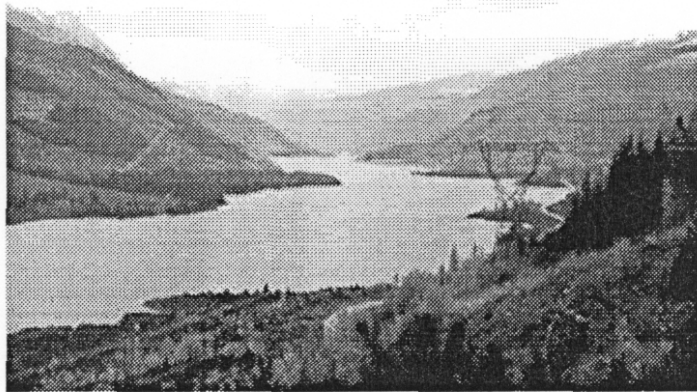
CONTACT US

RIFT PROPERTY

Ri

Rift

The Rift discovery showing, consisting of a number of layers of massive sphalerite, pyrite, pyrrhotite, and galena with traces of chalcopyrite, arsenopyrite, marcasite and hematite, is exposed for approximately 25 metres of strike length in a steep-sided creek gully called Rift Creek. The massive sulphide layer is up to 2 metres thick and sampling indicates an average grade of about 30% Zn and 5% Pb. In addition minor disseminated



sulfides occur for several metres in the footwall. The bedded massive sulphide horizon occurs in a sequence that strikes generally 110o and dips 35-55o southward. A second massive sulphide zone, called the "upper showing" is exposed approximately 90 metres stratigraphically above the main Rift creek showing. The predominant gangue minerals within the massive sulphide layers are quartz, muscovite, calcite, and minor clinozoisite. The footwall disseminated sulphides occur in thin calc-silicate and quartz-rich layers. In 1985 an impressive intersection of mineralization was discovered by E&B Exploration, Inc. in diamond drill hole M-85-2 (1.82m averaging 22.2% Zn + 4.8% Pb) located some 500m east of the original discovery showing. The intersection in hole M-85-2 and the 25m exposed strike length at the Rift showing indicate the stratiform sulphide deposit is linear with a roughly 110o strike.

The 1999 exploration program on the Rift property was conducted for Orphan Boy Resources Inc. by Crest Geological Consultants Ltd. during the period July to October 1999. The program consisted of 8.85km of flagged grid lines with 25m stations on lines spaced 50m to 100m apart, collecting and analyzing 345 soil samples and 41 rock samples, magnetometer survey and limited geological mapping and prospecting. A new zone of siliceous massive sulphide or banded siliceous iron formation, the Roe Showing, was located in the southwest corner of the grid.

