

115235

ASSIGNMENT AND CONVEYANCE

STATE OF NEVADA §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF EUREKA §

THIS ASSIGNMENT AND CONVEYANCE (this "Assignment") executed on November 24, 1987, consists of two parts, Part I being an Assignment and Conveyance from PANCANA MINERALS, INC., a Colorado corporation ("PanCana"), with offices at 300 Fifth Avenue, SW, Suite 2700, Calgary, Alberta T2P 3C4, to GEOCRUDE ENERGY (U.S.), INC., a Delaware corporation ("Geocrude"), with offices at 300 Fifth Avenue, SW, Suite 2700, Calgary, Alberta T2P 3C4; and Part II being an Assignment and Conveyance from Geocrude to QUADRA OIL & GAS, INC., a Colorado corporation ("Quadra"), with offices at 1625 Broadway, Suite 2070, Denver, Colorado 80202, each of such parts being separate and distinct from the other and evidencing a different transaction, with the transaction evidenced by Part I occurring prior to the transaction evidenced by Part II.

For purposes of this Assignment, except as otherwise expressly provided or unless the context otherwise requires, the terms defined in this paragraph have the meanings herein assigned to them and the capitalized terms defined in the opening paragraph of this Assignment and subsequent paragraphs by inclusion in quotation marks and parentheses have the meanings so ascribed to them:

"Appurtenant Rights," with respect to Oil and Gas Interests shall mean (i) all presently existing and valid unitization and pooling declarations, agreements, and/or orders and the properties covered in the units created thereby (including all units formed under orders, regulations, rules, or other official acts of any federal, state or other governmental agency having jurisdiction) which relate to or affect said Oil and Gas Interests; (ii) all wells, well and leasehold equipment, gathering systems, processing plants, improvements, machinery, equipment, supplies, goods, fixtures, and other personal property located on or used in connection with any of said Oil and Gas Interests; (iii) all presently existing oil, casinghead gas, gas sales, operating, pooling, unitization, purchase, exchange and processing contracts, and all other contracts, agreements, and instruments which relate to any of said Oil and Gas Interests; (iv) all permits, franchises, licenses, options, servitudes, leases, water leases, easements, and rights-of-way pertaining to said Oil and Gas Interests; and (v) all geological and geophysical maps, records, land records, division orders, and production files and any other records or files which relate to any of said Oil and Gas Interests.

"Effective Date" shall mean 12:01 a.m. Mountain Standard Time on the 30th day of June, 1985.

"Oil and Gas Interests" shall mean, collectively, the lands and wells identified and described on Exhibit "A" hereto and incorporated herein by reference for all purposes, and those oil, gas and mineral leases, oil and gas leases, oil leases, other mineral leases, subleases, assignments of operating rights, royalty interests, overriding royalty interests, production payments, net profits interests, other oil and gas interests, all contingent, rever-sionary and carried interests relating to any of the foregoing, and all other rights therein.

PART I

PANCANA-GEOCRUDE ASSIGNMENT

For Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PanCana hereby transfers, grants, conveys, and assigns to Geocrude, effective as of the Effective Date, all of PanCana's right, title, and interest in and to the Oil and Gas Interests and the Appurtenant Rights with respect to said Oil and Gas Interests (these properties, rights and interests are hereinafter collectively referred to as the "Subject Interests").

Pursuant to a certain Petroleum, Natural Gas and General Rights Conveyance dated June 30, 1985, entered into by and between PanCana and Geocrude (the "Conveyance"), PanCana has previously conveyed to Geocrude the Subject Interests. This Part I Assignment is being executed in order to properly reflect record title in Geocrude of the Subject Interests in the public records and is not intended to enlarge upon the rights of Geocrude under the Conveyance.

This Part I Assignment is made with full substitution and subrogation of Geocrude, its successors and assigns in and to all covenants and warranties heretofore given or made in respect of any of the Subject Interests, and PanCana hereby assigns and conveys to Geocrude all such covenants and warranties and all of PanCana's rights thereunder.

This Part I Assignment shall bind and inure to the benefit of the parties hereto and their respective successors and assigns.

This Part I Assignment is made without warranty of title, either express or implied.

TO HAVE AND TO HOLD the Subject Interests unto Geocrude, its successors and assigns, forever.

PART II

GEOCRUDE-QUADRA ASSIGNMENT

For Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Geocrude hereby transfers, grants, conveys and assigns to Quadra all of Geocrude's right, title and interest in and to the Subject Interests.

This Part II Assignment is made with full substitution and subrogation of Quadra, its successors and assigns, in and to all covenants and warranties heretofore given or made in respect of any of the Subject Interests, and Geocrude hereby assigns and conveys to Quadra all such covenants and warranties and all of Geocrude's rights thereunder.

This Part II Assignment shall bind and inure to the benefit of the parties hereto and their respective successors and assigns.

This Part II Assignment is made without warranty of title, either express or implied.

TO HAVE AND TO HOLD the Subject Interests unto Quadra, its successors and assigns, forever.

IN WITNESS WHEREOF, this Assignment is executed as of the date first written above.

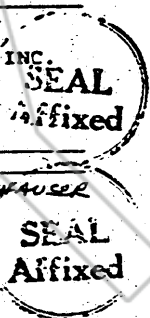
PANCANA MINERALS, INC.

By: MASW
Title: Attorney-in-Fact
MURRAY A. SKINNER,
GEOCRUDE ENERGY (U.S.), INC.

ATTEST:

By: [Signature]
Title: SENIOR VICE PRESIDENT

By: [Signature]
Title: EXECUTIVE VICE PRESIDENT
FREDERIC J. WELLMANER



[S E A L]

PROVINCE OF ALBERTA §
§
JUDICIAL DISTRICT OF §
CALGARY §

On November 24, 1987, personally appeared before me, a notary public, FREDERIC J. WELLMANER, who acknowledged that he executed the above instrument.

[Signature]
Notary Public

My commission expires:
WAYNE E. LAROSEE
My Appointment Expires December 31, 1989

[S E A L]

PROVINCE OF ALBERTA §
§
JUDICIAL DISTRICT OF §
CALGARY §

On September 17, 1987, A.D., personally appeared before me, a notary public in and for Judicial District of Calgary, Skinner, Murray A. known to me to be the person whose name is subscribed to the within instrument as the attorney-in-fact of PANCANA MINERALS, INC. and acknowledged to me that he subscribed the name of said PANCANA MINERALS, INC. thereto, as principal, and his own name as attorney-in-fact, freely and voluntarily and for the uses and purposes therein mentioned.

[Signature]
Notary Public

My commission expires:
WAYNE E. LAROSEE
My Appointment Expires Dec 31, 1989

[S E A L]



Exhibit "A"

| AUG 21/85 | PAGE | PANAMA MINERALS INC LEASE REPORT-PROSPECT (EXCLUDING SURFACE) | STATE, MEV PROSPECT, GOLD STRIKE |
|-----------|------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| FILE NO | TYPE | LESSOR NAME/NO EXPIRY DATE | LEASE DESCRIPTION |
| | | PROD EXT | |
| 716A | ML | FM HAWKINS/BUTTERFI DEC 31/81 | EUREKA COUNTY TWP 36N RGE 49E PTN 5/2 24 & PTM E/25E/4 23 BAZZA NO 1-10, INC AS TO AN UNDIVIDED 30% INT BLM #N MC 57136-57145 INC |
| 716B | ML | FM THREE FLAGS DEC 11/85 | EUREKA COUNTY TWP 36N RGE 49E PTN 5/2 24 & PTM E/25E/4 23 BAZZA NO 1-10, INC AS TO AN UNDIVIDED 50% INT BLM #N MC 57136-57145 INC |
| 716C | ML | FM TEMPLE | EUREKA COUNTY TWP 36N RGE 49E PTN 5/2 24 & PTM E/25E/4 23 BAZZA NO 1-10, INC AS TO AN UNDIVIDED 20% INT BLM #N MC 57136-57145 INC |
| 717A | ML | FM HAWKINS/BUTTERFI DEC 31/81 | EUREKA COUNTY TWP 36N RGE 49E E/2 26 PANDORA NO 1-10, INC AS TO AN UNDIVIDED 30% INTEREST BLM #N MC 57122-57131 INC |
| 717B | ML | FM THREE FLAGS NOV 10/85 | EUREKA COUNTY TWP 36N RGE 49E E/2 26 PANDORA NO 1-10, INC AS TO AN UNDIVIDED 50% INT BLM #N MC 57136-57145 INC |
| 717C | ML | FM TEMPLE | EUREKA COUNTY TWP 36N RGE 49E E/2 26 PANDORA NO 1-10, INC AS TO AN UNDIVIDED 20% INT BLM #N MC 57136-57145 INC |
| 718 | ML | FM CORBETT NOV 18/85 | EUREKA COUNTY TWP 36N RGE 49E SE/4 23 CORBETT #1-4, INC BLM #N MC 57132-57135 INC |

| AUG 21/85 | PAGE | PANAMA MINERALS INC LEASE REPORT-PROSPECT (EXCLUDING SURFACE) | STATE, NEW PROSPECT: GOLD STRIKE | |
|-----------|------|---------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| FILE NO | TYPE | LESSOR NAME/NO EXPIRY DATE | PROD EXT | LEASE DESCRIPTION |
| 720 | ML | FM TEMPLE | NP EXT | EUREKA COUNTY TWP 36N RGE 49E SEC 26 WEINER MO 1-24 INC BLM # N MC 57098-57121 INC |
| 721A | ML | FM TEMPLE | NP | EUREKA COUNTY TWP 35N RGE 51E W/2 18 AS TO AN UNDIVIDED 80% GOLDEN BOY 6-17 INC BLM # N MC 56980-56988 INC |
| 721B | ML | FM WHITE APR 09/93 | NP | EUREKA COUNTY TWP 35N RGE 51E W/2 18 AS TO AN UNDIVIDED 20% GOLDEN BOY 6-12 INC BLM # N MC 56980-56986 INC |
| 722 | ML | FM TEMPLE | NP | EUREKA COUNTY TWP 35N RGE 51E SEC 20 AS TO AN UNDIVIDED 100% & MICRON NO #1-36 INC BLM # N MC 56993-57028 INC |
| 723 | MC | FM TEMPLE | NP | BLM COUNTY TWP 36N RGE 49E SEC 12 MEDFORD MO 1-8 INC BLM # N MC 57028-57034 INC |
| 724 | MC | FM TEMPLE | NP | EUREKA COUNTY TWP 36N RGE 50E PTM SECS 17 & 18 ROYAL NO 1-18 INC BLM # N MC 57080 - 57087 INC |
| 725 | ML | FM SHEDLEY FEB 27/93 | NP | EUREKA COUNTY TWP 35N RGE 51E NW/4 18 AS TO AN UNDIV 50% BARR NO 1-4 INC BLM # N MC 56971-74 INC |
| 728A | ML | FM MALL | PP | EUREKA COUNTY TWP 36N RGE 50E SEC 30 GOLD STRIKE NO 1-36 INCL AS TO AN UNDIVIDED 16 2/3% INT BLM # N MC 57154-57188 INC |

AUG 21/85

PAGE

PANAMA MINERALS INC
LEASE REPORT - PROSPECT
(EXCLUDING SURFACE)

STATE: NEV
PROSPECT: GOLD STRIKE

FILE NO

LESSOR NAME/NO

PROD ENT

LEASE DESCRIPTION

NO

EXPIRY DATE

726B ML FM MANCOCK

PP

EUREKA COUNTY
TMP 36N RGE 50E SEC 30
GOLD STRIKE NO 1-36 INCL
AS TO AN UNDIVIDED 16 2/3% INT
BLM #N MC 57154-57189 INC

726C ML FM HADRABA

PP

EUREKA COUNTY
TMP 36N RGE 50E SEC 30
GOLD STRIKE NO 1-36 INCL
AS TO AN UNDIVIDED 15 5/8% INT
BLM #N MC 57154-57189 INC

726D ML FM MOENCH

PP

EUREKA COUNTY
TMP 36N RGE 50E SEC 30
GOLD STRIKE NO 1-36 INCL
AS TO AN UNDIVIDED 15% INTEREST
BLM #N MC 57154-57189 INC

726E ML FM PCININC

PP

EUREKA COUNTY
TMP 36N RGE 50E SEC 30
GOLD STRIKE NO 1-36 INCL
AS TO AN UNDIVIDED 12 1/2% INT
BLM #N MC 57154-57189 INC

727A ML FM MANCOCK

NP

EUREKA COUNTY
TMP 36N RGE 49E PTN SEC 13
ELKO COUNTY
GOLD BUG NO 1-27 INC SEC 18 AS TO
AN UNDIVIDED 19 1/2% INT
GOLD BUG NO 1-27 INC
BLM #N MC 57053-57079 INC

727B ML FM HALL

NP

EUREKA COUNTY
TMP 36N RGE 49E PTN SEC 13
ELKO COUNTIES
TMP 36N RGE 50E PTN SEC 18 AS TO
AN UNDIVIDED 16 2/3% INT
GOLD BUG NO 1-27 INC
BLM #N MC 57053-57079 INC

727C ML FM HADRABA

NP

EUREKA COUNTY
TMP 36N RGE 49E PTN SEC 13
ELKO COUNTY
GOLD BUG NO 1-27 INC
TMP 36N RGE 50E PTN SEC 18
GOLD BUG NO 1-27 INC
AS TO AN UNDIVIDED 5 5/8% INT
BLM #N MC 57053-57079 INC

| AUG 21/85 | PAGE | PANAMA MINERALS INC LEASE REPORT-PROSPECT (EXCLUDING SURFACE) | STATE: NEV PROSPECT: GOLD STRIKE |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------------------------------------------------------------------|-------------------------------------|
| FILE NO. | TYPE | LESSOR NAME/NO EXPIRY DATE | PROD EXT |
| ----- LEASE DESCRIPTION ----- | | | |
| 7270 | ML | FM MOENCH | MP |
| EUREKA COUNTY TWP 36N RGE 49E PTM SEC 13 ELKO COUNTY GOLD BUG NO 1-27 INC TWP 36N RGE 50E PTM SEC 18 ALL AS TO AN UNDIVIDED 5% INT GOLD BUG NO 1-27 INC BLM # N MC 57053-57079 INC | | | |
| 7272 | ML | FM PCKINC | MP |
| EUREKA COUNTY TWP 36N RGE 50E PTM SEC 18 TWP 36N RGE 49E PTM SEC 13 GOLD BUG NO 1-27 INC ELKO COUNTY TWP 36N RGE 50E PTM SEC 14 ALL AS TO AN UNDIVIDED 12 1/2% INT GOLD BUG NO 1-27 INC BLM # N MC 57053 - 57079 INC | | | |
| 728 | ML | FM EAST UTAM | MP |
| EUREKA COUNTY TWP 36N RGE 50E SW/4 19 POST CLAIMS NO 1-6 INC POST EXTENSION & POST FRACTION BLM # N MC 57146-57153 INC | | | |
| 729 | ML | SUN T OR THREE F | MP |
| EUREKA COUNTY TWP 36N RGE 49E PTNS 7 & 12 EXTENSION NO 18 INCL BLM # N MC 57035-57052 INC | | | |
| 730 | ML | FM SOUTHERN PACIFIC FEB 14/86 | PP |
| EUREKA COUNTY TWP 36N RGE 49E E/2 25 SOUTHERN PACIFIC CLAIMS | | | |
| 731 | ML | FM WESSTA | MP |
| EUREKA COUNTY TWP 36N RGE 49E PTM SEC 24 SJ CLAIMS NO 1-16 INC BLM # N MC 73188-73203 INC | | | |
| 732 | ML | FM WESSTA | MP |
| EUREKA COUNTY TWP 36N RGE 50E SEC 30 STEWART & STEIN CLAIMS 1-5 INCL (OVERLAP GOLD STRIKE CLAIMS 7-12 INCL) BLM # N MC 59421-59434 INC | | | |

AUG 21/85

PAGE

PANAMA MINERALS INC
LEASE REPORT-PROSPECT
(EXCLUDING SURFACE)

STATE: NEV
PROSPECT: GOLD STRIKE

FILE NO. TYPE LESSOR NAME/NO. EXPIRY DATE PROD EXT LEASE DESCRIPTION

| | | | | |
|------|----|----------------------------------|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 733 | ML | FM WESSTA | MP | EUREKA COUNTY & ELKO COUNTY TWP 36N RGE 49E PTM SECS 13 & 14 GOLDEN APRIL CLAIMS NO 1-21 INC & F. BLM #N MC 136772-136793 INC |
| 734 | ML | FM WESSTA | MP | EUREKA COUNTY & ELKO COUNTY TWP 36N RGE 50E PTM SECS 7 & 17 18 MILL CLAIMS 1-37 INC BLM #N MC 141879-141925 INC |
| 1349 | ML | FM TEMPLE | MP | OPTION RENEWAL - RIGHT TO OPERATE & MINE GOLD STRIKE PROSPECT NEV |
| 4129 | ML | FM BILBAO/ALCORP/AL JUN 08/83 | MP | EUREKA COUNTY TWP 36N RGE 50E PTM SECS 28 29 30 AAS01-512 INCLUSIVE AAS70-334 INCLUSIVE AAS38-550 INCLUSIVE AAS52 BLM #N MC #152739-152750 INC 187671-187701 INC |
| 4130 | ML | CR FEDERAL | MP | EUREKA COUNTY TWP 36N RGE 50E PTM SEC 19 BUZZ 1-3 |
| 4131 | ML | CR FEDERAL | MP | EUREKA COUNTY TWP 36N RGE 49E PTM SECS 14 15 22 23 CLYDESDALE 1-31 |
| 4132 | ML | CR FEDERAL | MP | EUREKA COUNTY TWP 36N RGE 49E PTM SEC 23 GOLDEN WOMBAT 1-8 |
| 4138 | ML | CR FEDERAL | MP | EUREKA COUNTY & ELKO COUNTY TWP 36N RGE 49E SECS 12 13 TWP 36N RGE 50E SEC 18 POK NO 1-10 INC BLM #N MC 182111 - 182120 INC |

RECORDED AT THE REQUEST OF
Wentkins & Leichrist
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87 DEC 21 A11 04

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.M. REBALEZ, CLERK
FILE NO. 115235
FEE \$ 2.27

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21 101 211