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CANADA

PROVINCE OF ONTARIO

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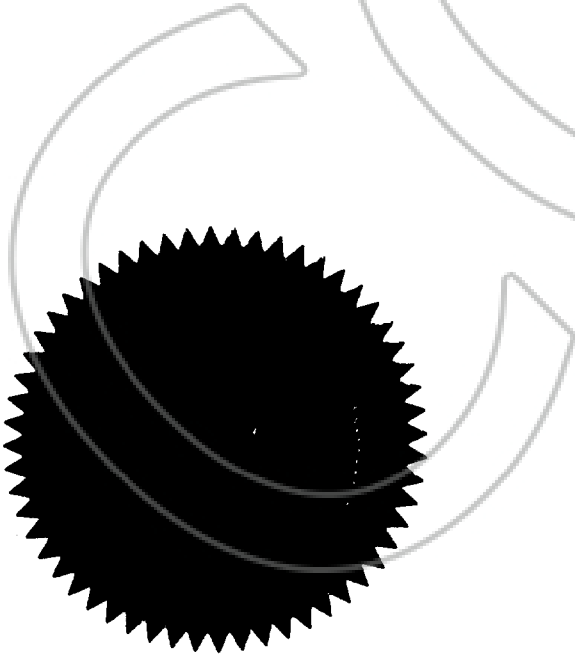
I, PETERLAN DUNNE, a Notary Public in and for the Province of Ontario by Royal Authority duly appointed residing in the Town of Woodbridge, in the said Province, do certify that the photostatic reproduction annexed hereto is a true copy of the Certificate of Amendment of Alterpower Capital Corporation and that I have carefully compared the said photostatic reproduction with the said original document.

An Act in and to which effect being requested, I have granted the same under my notarial form and seal office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my seal of office Toronto this 8th day of March, 2000.



A Notary Public in and for the
Province of Ontario



2000/11/28

5. The amendment has been duly authorized as required by Sections 8 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authoring the amendment was approved by the shareholders/directors (as applicable) of the corporation on

La actionnaires ou les administrateurs (selon le cas) de la société on approuvé la résolution autorisant la modification le

2000/11/28

(Year, Month, Day)
(année, mois, jour)

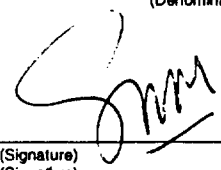
These articles are signed duplicate.

Les présents statuts sont signés en double exemplaire.

METAL ROYALTIES CORPORATION

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:



Chairman

(Signature)
(Signature)

(Description of Office)
(Fonction)

Gerald P. McCarvill

BOOK 340 PAGE 579
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Erwin & Thompson
01 APR -2 AM 9:44

EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES 18.00

176398

COPY