

Recorded at the request of
and when recorded return to
Thomas Menning
Canadian American Mining Company, LLC
PO Box 8663
Incline Village, NV 89452

Assignment of Royalty Purchase Option Agreement

This Assignment of Royalty Purchase Option Agreement ("Assignment") is made by and between AlterPower Capital Corporation, formerly known as Metal Royalties Corporation, a corporation organized under the laws of the Province of Ontario ("AlterPower"), and Canadian American Mining Company, LLC, a Nevada limited liability company ("CAMC").

Recitals

1. AlterPower is the optionee under the Royalty Purchase Option Agreement dated effective June 5, 1998, between AlterPower and Quest U.S.A. Resources Inc., a Nevada corporation ("Quest"), in accordance with which Quest granted to AlterPower the option to purchase a mineral production royalty, as described in and represented by the Memorandum of Royalty Purchase Option Agreement dated effective June 5, 1998, recorded in the Office of the Eureka County Recorder on July 6, 1998, Document 170237, Book 319, Official Records, Pages 470-472.

2. AlterPower and CAMC are parties to the Option Transfer Agreement dated the date of this Assignment, in accordance with which AlterPower agreed to sell and transfer to CAMC and CAMC agreed to purchase and accept the transfer of the Option.

In consideration of the parties' rights and obligations under the Option to Transfer Agreement, and other good and valuable consideration, the receipt and sufficiency of which the parties acknowledge, AlterPower assigns and sells CAMC, and CAMC's assigns and successors forever, all of AlterPower's right, title and interest in and to the Option.

Dated April 10, 2001.

AlterPower Capital Corporation

By

Gabriel R. Crozzoli, Vice President and Chief Financial Officer

MUNICIPALITY OF TORONTO,)
ss.
PROVINCE OF ONTARIO)

This Assignment of Royalty Purchase Option Agreement was acknowledged before me on April 10, 2001, by Gabriel R. Crozzoli as Vice President and Chief Financial Officer of AlterPower Capital Corporation.

Notary Public

SEAL
Affixed

BOOK 341 PAGE 104
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Harris & Thompson
01 APR 25 PM 1:02

EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER⁰⁰
FILE NO. 176433 FEES \$8-

COPY

BOOK 341 PAGE 105