

AMENDED Form 45-106F6

Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1. Issuer/underwriter name and contact information

A. State the following:

Altima Resources Ltd.

**Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5**

Telephone: (604) 336-8610

Website: www.altimaresources.com

B. If an underwriter is completing this report, state the following: **N/A**

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number, and email address of the underwriter's head office

Item 2. Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

British Columbia and Alberta

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered. **N/A**

Item 3. Issuer's Industry

Indicate the industry of the issuer by checking the appropriate box below:

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

X Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Details of distribution

Item 4. Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction in Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter. **N/A**

| Information about insiders and promoters | | | |
|--|--|--|---|
| Full name, municipality and country of principal residence | All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities) | Number and type of securities of the issuer beneficially owned or directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution | Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$) |
| N/A | | | |

Details of distribution

Item 5. Distribution date

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

June 24, 2013

Item 6. Number and type of securities

For each security distributed:

- (a) describe the type of security, **common shares and warrants to purchase common shares**
- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date:

12,559,120 Units at \$0.05 per Unit as follows:

- 8,534,120 NFT Units, each NFT Unit consisting of one common share and one (1) share purchase warrant, each warrant entitling the holder to purchase one (1) additional common share at \$0.10 per share, exercisable for two years from June 24, 2013 until June 23, 2015; and
 - 4,025,000 FT Units, each FT Unit consisting of one *flow-through* common share and one (1) share purchase warrant, each warrant entitling the holder to purchase one (1) additional common share at \$0.10 per share, exercisable for two years from June 24, 2013 until June 23, 2015.
- (c) if the issuer is an investment fund management by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

N/A

Item 7. Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed in item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

| Each jurisdiction where purchasers reside | Number of purchasers | Price per security (Canadian \$) ¹ | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|--|----------------------|---|---|
| British Columbia | 2 | \$0.05 | \$181,250 |
| Ontario | 1 | \$0.05 | \$20,000 |
| Australia | 15 | \$0.05 | \$383,626 |
| Panama | 1 | \$0.05 | \$15,000 |
| England | 1 | \$0.05 | \$28,080 |
| Total number of Purchasers | 20 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$627,956 |

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 8. Information about purchasers

Instructions

A. If the issuer is an investment fund management by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete:

(a) the following table *for each purchaser that is not an individual*, and

(b) the tables in Schedules I and II of this report *for each purchaser who is an individual*.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

| Information about non-individual purchasers | | | | | |
|---|---|---|------------------------------------|---------------------|-----------------------------------|
| Full name and address of purchaser and name and telephone number of a contact person | Indicate if the purchaser is an insider (I) of the issuer or a registrant (R) | Number and type of securities purchased | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Allaction Pty Limited 24 McDonald Street, Harbord, N.S.W. 2096 Australia Contact: Peter Lines Phone: +612 9938 5986 | N/A | 40,000 NFT Units | \$2,000 | BCI 72-503 | 2013-06-24 |
| Steda Nominees Pty Ltd. 48 Elgin Street Hawthorn, Victoria 3122 Australia Contact: Robert Malseed Phone: +61 3 9819 1662 | N/A | 600,000 NFT Units | \$30,000 | BCI 72-503 | 2013-06-24 |
| Wildcastle Pty Ltd. 20 Thanet Street Malvern, Victoria 3144 Australia Contact: Geoff Raines Phone: +61 412 064 574 | N/A | 500,000 NFT Units | \$25,000 | BCI 72-503 | 2013-06-24 |

| Information about non-individual purchasers | | | | | |
|--|---|---|------------------------------------|---------------------|-----------------------------------|
| Full name and address of purchaser and name and telephone number of a contact person | Indicate if the purchaser is an insider (I) of the issuer or a registrant (R) | Number and type of securities purchased | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Starwater Pty Ltd. 2 Seaforth Avenue Hazelwood Park South Australia 5066 Australia Contact: Harold Clarke Phone: +61 882 125 294 | N/A | 300,000 NFT Units | \$15,000 | BCI 72-503 | 2013-06-24 |
| Grove Pty Ltd. 2 Seaforth Avenue Hazelwood Park South Australia 5066 Australia Contact: Harold Clarke Phone: +61 882 125 294 | N/A | 300,000 NFT Units | \$15,000 | BCI 72-503 | 2013-06-24 |
| Highbury Consultants Pty Ltd. 844 Highbury Road Glen Waverley, Victoria 3150 Australia Contact: Michael Peck Phone: +61 3 9803 4534 | N/A | 150,000 NFT Units | \$7,500 | BCI 72-503 | 2013-06-24 |
| Simco Services Inc. Suite 303, 595 Howe Street Vancouver, B.C. V6C 2T5 Contact: Joe DeVries Phone: (604) 718-2800 | I | 3,100,000 FT Units | \$155,000 | NI 45-106, s.2.5 | 2013-06-24 |
| VSA Capital Limited New Liverpool House 15-17 Eldon Street London EC2M 7LD England Contact: Andrew Monk Phone: +44 203 005 5000 | N/A | 561,600 NFT Units | \$28,080 | BCI 72-503 | 2013-06-24 |
| 0848610 BC Ltd. 3327 Allan Road North Vancouver, BC V7J 3C6 Contact: David Duggan Phone: (604) 999-6566 | N/A | 525,000 FT Units | \$26,250 | NI 45-106, s. 2.3 | 2013-06-24 |

Commissions and finder's fees

Item 9. Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

| Full name and address of person being compensated | Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R) | Compensation paid or to be paid (cash and/or securities) | | | | |
|--|--|--|--------------------------------------|-------------------------------------|--|---|
| | | Cash (Canadian \$) | Securities | | | Total dollar value of compensation (Canadian \$) |
| | | | Number and type of securities issued | Price per security (Canadian \$) | Exemption relied on and date of distribution (yyyy-mm-dd) | |
| Peter Nesveda 52 Dixon Street Malvern, Victoria 3144, Australia | N/A | Nil | 363,600 common shares | \$0.05 (deemed) | BCI 72-503 2013-06-24 | \$18,180 (deemed value) |
| Joan Woodington 10 / 1-3 Venice Street Mentone, Victoria 3194, Australia | N/A | Nil | 40,400 common shares | \$0.05 (deemed) | BCI 72-503 2013-06-24 | \$2,020 (deemed value) |
| Tim Clarke 18 Cremorne Street Fullarton 5063 South Australia Australia | N/A | Nil | 105,000 common shares | \$0.05 (deemed) | BCI 72-503 2013-06-24 | \$5,250 (deemed value) |

| Full name and address of person being compensated | Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R) | Compensation paid or to be paid (cash and/or securities) | | | | |
|---|--|--|--------------------------------------|-------------------------------------|--|---|
| | | Cash (Canadian \$) | Securities | | | Total dollar value of compensation (Canadian \$) |
| | | | Number and type of securities issued | Price per security (Canadian \$) | Exemption relied on and date of distribution (yyyy-mm-dd) | |
| TOTAL: | | Nil | 509,000 common shares | | | \$25,450 (deemed value) |

Item 9.

If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of **ALTIMA RESOURCES LTD.**, I certify that the statements made in this report are true.

Date: *Amended June 27, 2013*

ALTIMA RESOURCES LTD.

Per: SIGNED: *“Richard Barnett”*

Richard Barnett, CFO Phone: (604) 336-8610

Item 10. Contact Information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Susan Telford, Corp./Securities Administrator (604) 718-2800 (ext 303)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581