

Form 45-106F1
Report of Exempt Distribution

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

Issuer information

1. State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Altima Resources Ltd.
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

(604) 718-2800

2. 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

3. Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- ☐ Bio-tech
☐ Financial Services
 ☐ investment companies and funds
 ☐ mortgage investment companies
☐ Forestry
☐ Hi-tech
☐ Industrial

- Mining
 ☐ exploration/development
 ☐ production
☒ **Oil and gas**
☐ Real estate
☐ Utilities
☐ Other (describe)

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Details of distribution

4. Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.
5. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

May 4, 2006

6. 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:
8,460,000 Units were issued at a price of \$0.15 per Unit, each Unit consisting of one (1) common share and one (1) share purchase warrant, each warrant entitling the holder thereof to purchase one (1) additional common share, exercisable for a period of one (1) year commencing May 4, 2006 at a price of \$0.3075 per share between May 4, 2006 and September 3 2006, then at a price of \$0.50 per share between September 4, 2006 and January 3, 2007, then at a price of \$1.00 per share from January 4, 2007 to May 3, 2007.
- (c) state the exemption(s) relied on:
NI 45-106, section 2.3(2)
NI 45-106, section 2.5(2)
BCI 72-503

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

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	31	\$0.15	\$611,250
Alberta	12	\$0.15	\$261,000
Ontario	2	\$0.15	\$165,000
Manitoba	1	\$0.15	\$7,500
Outside Canada	5	\$0.15	\$224,250
Total number of Purchasers	51		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,269,000

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

Commissions and finder's fees

8. 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

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 the person being compensated	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	Exemption relied on and date of distribution	
Bolder Investment Partners Suite 800, 1450 Creekside Drive, Vancouver, B.C., V6J 5B3	\$19,500	N/A	N/A	N/A	N/A
Xinlin Huang 202, 1112 Broughton Street, Vancouver, B.C., V6G 2A8	\$12,000	N/A	N/A	N/A	N/A
Leede Financial Markets Inc. Suite 2300, 777 - 8 th Avenue S.W., Calgary, Alberta, T2P 3R5	\$9,480.00	N/A	N/A	N/A	N/A
Dusan Berka Suite 201, 1935 Haro Street, Vancouver, B.C., V6G 1H8	\$5,250.00	N/A	N/A	N/A	N/A

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 the issuer, I certify that the statements made in this report are true.

Date: May ____, 2006

ALTIMA RESOURCES LTD.

Per:


Dennis Petke, CFO and Secretary

Phone: (604) 642-6122

10. 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 Olsen, Corporate and Securities Administrator, (604) 718-2800/ext 27

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