

TRIUMPH VENTURES III CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of shareholders (the “**Meeting**”) of Triumph III Ventures Corporation (the “**Corporation**”) will be held in the Lang Michener Room at the offices of McMillan LLP at 181 Bay Street, Suite 4400, Toronto, Ontario on Thursday, November 29, 2012 at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the fiscal year ended July 31, 2012, together with the report of the auditors thereon;
2. To elect directors of the Corporation for the ensuing year;
3. To appoint Collins Barrow LLP, Chartered Accountants as auditors of the Corporation for the ensuing year, and to authorize the directors to fix their remuneration;
4. To approve the Corporation’s stock option plan;
5. To approve a consolidation of the Corporation’s outstanding common shares (the “**Common Shares**”) on the basis of one (1) new share for every two (2) old shares, subject to the completion of the Corporation’s proposed qualifying transaction with Altitude Resources Ltd.;
6. To approve changing the name of the Corporation to “Altitude Resources Inc.”, subject to the completion of the Corporation’s proposed qualifying transaction with Altitude Resources Ltd.; and
7. To transact such other business as may properly come before the Meeting or any adjournment thereof.

A management information circular of the Corporation dated October 29, 2012 (the “**Circular**”) and a form of proxy accompany this Notice of Meeting. The Record Date for registered shareholders entitled to receive notice of and to vote at the Meeting has been set at October 29, 2012.

If you are a registered Shareholder but are unable to attend the Meeting in person, please sign, date and return the enclosed form of proxy relating to your Common Shares. Voting by proxy will not prevent a registered shareholder from voting in person if such shareholder attends the Meeting, but will ensure that such shareholder’s vote will be counted if he, she or it is unable to attend.

If you are a non-registered shareholder and have received this Notice of Annual General and Special Meeting of Shareholders and the accompanying management information circular from your broker or another intermediary, please complete and return the proxy or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided with it. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

To be effective, proxies must be duly completed and signed and then deposited with the Corporation’s registrar and transfer agent, Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, fax no. (416) 595-9593, as soon as possible and, in any event, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment or postponement thereof.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote in favour of each of the resolutions to be voted on by the shareholders of the Corporation at the Meeting. Each shareholder of the Corporation has the right to appoint a proxyholder other than the person named in the form of proxy, who need not be a shareholder, to attend and to act for him, her or it and at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

DATED at Toronto, Ontario, this 29th day of October, 2012.

By Order of the Board of Directors

“Peter Wanner”

(signed) Peter Wanner

President, Chief Executive Officer, Chief Financial Officer and a Director