

**TRIUMPH VENTURES III CORPORATION
PROXY FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
SOLICITED BY MANAGEMENT**

The undersigned shareholder of Triumph Ventures III Corporation (the “**Corporation**”) hereby appoints Peter D. Wanner, the President, Chief Executive Officer and Chief Financial Officer of the Corporation, or instead of him, George W. Roberts, a director of the Corporation, or instead of him, _____ as nominee of the undersigned to attend, vote, and act for and on behalf of the undersigned at the annual and special meeting of the shareholders of the Corporation to be held on Thursday, November 29, 2012 at 10:00 a.m. (Toronto time) in the Lang Michener Room at the offices of McMillan LLP at 181 Bay Street, Suite 4400, Toronto, Ontario, and at any adjournment(s) thereof and without limiting the general authority and power hereby given to such nominee, the shares represented by this proxy are specifically directed to be voted as indicated on this proxy.

1. **FOR** [] or **WITHHOLD VOTE FOR** [] the election of the nominees of management to the board of directors for the ensuing year;
2. **FOR** [] or **WITHHOLD VOTE FOR** [] the re-appointment of Collins Barrow LLP as auditor for the ensuing year and authorizing the directors of the Corporation to fix the remuneration of the auditor;
3. **FOR** [] or **AGAINST** [] the ordinary resolution of shareholders in the form set out in the Management Information Circular to approve the Corporation’s stock option plan;
4. **FOR** [] or **AGAINST** [] the special resolution of shareholders in the form set out in the Management Information Circular to approve the consolidation of the Corporation’s outstanding common shares on the basis of one (1) new common share for every two (2) old common shares, subject to the completion of the Corporation’s proposed qualifying transaction with Altitude Resources Ltd.; and
5. **FOR** [] or **AGAINST** [] the special resolution of shareholders in the form set out in the Management Information Circular 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.;

To be valid, this proxy must be received by the Corporation or the Corporation’s Transfer Agent, Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto Ontario, M5H 4H1, fax no. (416) 595-9593, **not later than 10:00 a.m. (Toronto time), on Tuesday, November 27, 2012**, being the second business day preceding the date of the meeting, or any adjournment thereof at which the proxy is to be used.

This proxy revokes and supersedes all proxies of earlier date.

DATED this _____ day of _____, 2012.

Signature of Shareholder

Name of Shareholder (print)

NOTES:

1. It is important that your shares be represented at the meeting and that your wishes on matters for decision at the meeting be made known to management. This will be assured, whether or not you attend the meeting, if you complete and submit this proxy as soon as possible.
2. If you complete and submit this proxy, your shares will be voted in accordance with your instructions. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will confer discretionary authority and will be voted in favour of the matters listed on the proxy.**
3. **You have the right to appoint a person, who need not be a shareholder of the Corporation, to represent you at the meeting other than the person named on this form of proxy.** Such right may be exercised by striking out the names of management's nominees and inserting in the blank space provided the name of the person to be appointed.
4. This proxy confers discretionary authority for the person appointed herein to vote in his or her discretion in respect of amendments to the matters identified in the notice of meeting or such other matters that may properly come before the meeting.
5. The shares represented by this proxy will be voted in accordance with your instructions on any ballot that may be called for at the meeting.
6. Please sign exactly as your name appears on the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
7. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.

Return to: Equity Financial Trust Company

by mail or courier:

**200 University Avenue
Suite 400
Toronto, Ontario
M5H 4H1**

Fax no. (416) 595-9593

Attention: Proxy Department