

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

### **Pursuant to Section 4.9 of National Instrument 51-102**

**Item 1 Names of the Parties to the Transaction**

Altitude Resources Inc., Triumph Ventures III Corporation and Altitude Resources Ltd.

**Item 2 Description of the Transaction**

On December 28, 2012, Triumph Ventures III Corporation (“Triumph”) received conditional approval from the TSXV to acquire all of the issued and outstanding common shares of Altitude Resources Ltd. (“Altitude Ltd.”) as part of its qualifying transaction (the “Qualifying Transaction”). The Qualifying Transaction was completed by a triangular amalgamation in which Altitude amalgamated with a wholly-owned subsidiary of Triumph, and Triumph was renamed Altitude Resources Inc. (the “Corporation”)

Prior to the completion of the Qualifying Transaction, all of the common shares of Triumph underwent a consolidation on a two-for-one basis. The Altitude Ltd. shares were acquired by the Corporation on a one-to-one basis.

**Item 3 Effective Date of the Transaction**

December 31, 2012.

**Item 4 Name of each Party, if any, that ceased to be a Reporting Issuer subsequent to the Transaction and of each Continuing Entity**

The Resulting Issuer, Altitude Resources Inc., will continue to be, a reporting issuer in all jurisdictions in which Triumph was a reporting issuer.

**Item 5 Date of the Reporting Issuer's First Financial Year-End subsequent to the Transaction**

The first financial year-end of Altitude Resources Inc. following the Qualifying Transaction is July 31, 2013.

**Item 6 Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year subsequent to the Transaction**

Altitude Resources Inc. is required to file: (i) an interim financial report for the three and six month periods ended January 31, 2013 and the comparative periods ended January 31, 2012; (ii) an interim financial report for the three

and nine month periods ended April 30, 2013 and the comparative periods ended April 30, 2012; (iii) annual financial statements for the financial year ended July 31, 2013 and the comparative period ended July 31, 2012; (iv) an interim financial report for the three month period ended October 31, 2013 and the comparative period ended October 31, 2012.

**Item 7 Documents Filed**

Please refer to the Filing Statement of Altitude Resources Inc. dated December 24, 2012 and the news release issued January 2, 2013, respectively. These documents are filed on the SEDAR profile for Altitude Resources Inc.