This document is important and requires your immediate attention. It should be read in conjunction with the Offer and accompanying Circular of Altagem Resources Inc. dated September 21, 2000. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stockbroker, bank manager, lawyer or other professional advisor.

January 18, 2001

NOTICE OF VARIATION AND EXTENSION

by

ALTAGEM RESOURCES INC.

to purchase all of the

Common Shares of

HRTRACK SOFTWARE INTERNATIONAL INC.

On the basis of 3 Common Shares of Altagem Resources Inc. for each 1 Common Share of Hrtrack Software International Inc.

This is a Notice of Variation and Extension ("Notice of Variation") to the offer dated September 21, 2000 (the "Offer") by Altagem Resources Inc. ("Altagem") and as previously extended by a Notice of Variation and Extension dated October 23, 2000 and by a second Notice of Variation and Extension dated December 15, 2000, by Altagem to purchase all of the outstanding common shares of Hrtrack Software International Inc. ("Hrtrack").

The Offer, as amended in accordance with this Notice of Variation, will be open for acceptance until 5:00 p.m. (Calgary time) on March 1, 2001, unless otherwise withdrawn or further extended.

Holders of Hrtrack Shares who wish to accept the Offer must properly complete and execute the Letter of Transmittal which accompanied the Offer or a manually executed facsimile thereof and deposit it, together with the certificate or certificates representing their Hrtrack Shares, at the offices of Ballem MacInnes (the "Depositary") shown in the Letter of Transmittal and on the last page of this document, in accordance with the instructions in the Letter of Transmittal. Alternatively, a holder of Hrtrack Shares who wishes to deposit such shares and whose certificate or certificates for such shares are not immediately available may deposit such certificate or certificates by following the procedures for guaranteed delivery set forth in Section 3 of the Offer, "Manner of Acceptance".

Questions and requests for assistance may be directed to the Depositary and additional copies of this document, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained upon request without charge from those persons at their respective offices shown in the Letter of Transmittal and on the last page of this document. Persons whose Hrtrack Shares are registered in the name of a nominee should contact their stockbroker, investment dealer, bank, trust company or other nominee for assistance in depositing their Hrtrack Shares.

The Transfer Agent for the Offer is:

CIBC Mellon Trust Company

Notice to Shareholders in the United States

This tender offer is made for the securities of a foreign issuer and while the Offer is subject to the disclosure requirements of Canada, shareholders of Hrtrack should be aware that these requirements are different from those of the United States.

Shareholders of Hrtrack should be aware that the tender of the securities described herein may have tax consequences both in the United States and in Canada. See "United States Federal Income Tax Considerations" in the Circular.

Prospective investors should be aware that, during the period of the tender offer, Altagem or its affiliates, directly or indirectly, may bid for or make purchases of the securities to be acquired, or certain related securities, as permitted by applicable laws or regulations of Canada or its province s or territories.

The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that Hrtrack is located in Canada, that some or all of its officers and directors are residents of Canada, Altagem is incorporated under the laws of Alberta, that some or all of its directors are residents of Canada, that the Transfer Agent and some or all of the experts named in the Offer or Circular are residents of Canada and that all or a substantial portion of the assets of Altagem and of said persons may be located outside the United States.

No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied upon as having been authorized by Altagem, the Transfer Agent, or the Depositary.

This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, holders of Hrtrack Shares in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction, including any state of the United States in which the Offer has not been qualified. However, Altagem may, in its sole discretion, take such action as it may deem necessary to extend the Offer to holders of Hrtrack Shares in any such jurisdiction.

NOTICE OF VARIATION AND EXTENSION

TO: THE SHAREHOLDERS OF HRTRACK SOFTWARE INTERNATIONAL INC.

By notice to the Depositary, Altagem has amended the Offer as set forth herein.

Except as otherwise set forth in this Notice of Variation and Extension (the “Notice of Variation”), the information, terms and conditions contained in the Offer continue to be applicable in all respects and this Notice of Variation should be read in conjunction therewith. All capitalized terms used herein and not specifically defined herein shall have the meanings set forth in the Offer unless the context requires otherwise.

Extension of the Offer

Altagem has further varied the Offer by further extending the time during which the Offer is open for acceptance from 5:00 p.m. (Calgary time) on January 18, 2001 to 5:00 p.m. (Calgary time) on March 1, 2001 or until such later time and date as may be fixed by Altagem from time to time pursuant to Section 5 of the Offer, “Extension and Variation of the Offer”.

Accordingly, the definition of “Expiry Time” in the Offer is varied as follows:

> “Expiry Time” means 5:00 p.m. (Calgary time) on March 1, 2001, or such later time and date as may be fixed by Altagem from time to time pursuant to Section 5 of the Offer, “Extension and Variation of the Offer”, or such other time at which the Offer is withdrawn.

Rights of Withdrawal

In addition to any rights of withdrawal available under applicable law, any Hrtrack Shares deposited under the Offer, as amended by this Notice of Variation, after the date hereof may be withdrawn prior to being taken up and paid for by Altagem.

Time of Payment

Any Hrtrack Shares deposited under the Offer, as amended by this Notice of Variation, after the date hereof will be taken up and paid for within 10 days of such deposit. See Section 6 of the Offer, “Payment for Deposited Hrtrack Securities".

Recent Developments

At the expiry of the Offer (January 15, 2001), the condition of the Offer, as more particularly described in Section 4(b) of the Offer, has not been met. Hrtrack and Altagem are working diligently in their mutual efforts to complete the $1,500,000.00 financing and Hrtrack anticipates completing the said financing on or before March 1, 2001.

Altagem has extended its Offer with a view to acquiring all of the issued and outstanding Hrtrack Shares not currently owned by Altagem.

Consequential Amendments

Consequential amendments in accordance with this Notice of Variation are deemed to be made where required to the Offer, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery. Except as varied by this Notice of Variation, all terms of the Offer remain in effect, unamended.

Statutory Rights

Securities legislation in certain of the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

APPROVAL AND CERTIFICATE

The contents of the Offer, Circular and this Notice of Variation have been approved and the sending, communication or delivery thereof to the Shareholders has been authorized by the Board of Directors of Altagem. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the securities which are the subject of the Offer.

DATED January 18, 2001.

(signed) " Anton Usselman" Anton Usselman President	(signed) " Jack Yee" Jack Yee Vice-President

On behalf of the Board of Directors:

(signed) " Gerry Miller" Gerry Miller Director	(signed) " Roderick Miller" Roderick Miller Director

Offices of the Depositary, Ballem MacInnes

By Hand, Mail or Facsimile

Ballem MacInness
Barristers and Solicitors
Suite 1800, 350 – 7th Avenue S.W.
Calgary, AB T2P 3N9

Attention: Ken Phillips

Telephone: (403) 292-9842
Facsimile: (403) 233-8979

Office of the Transfer Agent, CIBC Mellon Trust Company

CIBC Mellon Trust Company
600, 333 – 7th Avenue S.W .
Calgary, AB T2P 2Z1

Any questions and requests for assistance may be directed by Shareholders to the Depositary or the Transfer Agent at their respective telephone numbers and locations set out above.