**Form 51-102F3**
***Material Change Report***

**Item 1 Name and Address of Company**

Altima Resources Ltd. (the “Company” or “Altima”)
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

**Item 2 Date of Material Change**

July 6, 2007

**Item 3 News Release**

July 9, 2007, disseminated through Canada Stockwatch, Canadian Market News and SEDAR filed.

**Item 4 Summary of Material Change**

On July 9, 2007 the Company announced the closing of the first tranche of its private placement announced in a News Release dated July 4, 2007.

**Pursuant to the First Tranche Closing**, on July 6, 2007 the Company issued 3,000,000 *flow-through s*hares at $0.25 per share. In connection with the First Tranche Closing, the Company also paid $60,000 cash and issued 300,000 Agent’s Options as a finder’s fee, each Agent’s Option being exercisable on or before July 5, 2007 into one **non** flow-through common share at $0.25 per share, Any securities issued under the First Tranche Closing, including shares to be issued on exercise of the Agent’s Option, will be subject to a hold period under applicable Canadian securities laws expiring November 7, 2007.

Proceeds from the *flow-through* private placement ($1^{st}$ Tranche: $750,000) will be used for exploration and development of the Company’s Chambers oil and gas property located in Alberta, such that the exploration work will qualify as Canadian Exploration Expense the *Income Tax Act* (Canada), which will then be renounced by the Company to the *flow-through* placees.

See Item 5 below for full particulars.

**Item 5 Full Description of Material Change**

On July 9, 2007 the Company announced that it has closed the first tranche of its private placement announced in a News Release dated July 4, 2007 as follows:

On July 6, 2007 the Company received written acceptance from the TSX Venture Exchange to close part of the private placement (the “First Tranche Closing”), and accordingly on July 6, 2007 the Company issued 3,000,000 *flow-through s*hares at $0.25 per share. In connection with the First Tranche Closing, the Company also paid $60,000 cash and issued 300,000 Agent's Options as a finder's fee, each Agent's Option being exercisable on or before July 5, 2008 into one **non** flow-through common share at $0.25 per share. Any securities issued under the First Tranche Closing, including shares to be issued on exercise of the Agent's Option, will be subject to a hold period under applicable Canadian securities laws expiring November 7, 2007.

Proceeds from the *flow-through* private placement (1st Tranche: $750,000) will be used for exploration and development of the Company's Chambers oil and gas property located in Alberta, such that the exploration work will qualify as Canadian Exploration Expense the *Income Tax Act* (Canada), which will then be renounced by the Company to the *flow-through* placees.

**Item 6** **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

N/A

**Item 7** **Omitted Information:**

Nil

**Item 8** **Executive Officer:** **Richard Switzer**, President
Phone: (604) 718-2800

**Item 9** **Date of Report**

**DATED** this 9th day of July, 2007.

**ALTIMA RESOURCES LTD.**

*"Richard Switzer"*

Per: ________________________________

**Richard Switzer, President**