

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Altima Resources Ltd.
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

Item 2 Date of Material Change:

June 24, 2013

Item 3 News Release

June 25, 2013 disseminated through Marketwire and SEDAR filed.

Item 4 Summary of Material Change

On June 24, 2013 the Company closed a private placement for gross proceeds of \$627,956 by issuing a total of 12,559,120 Units at \$0.05 per Unit as follows:

- 8,534,120 Units, each Unit consisting of one common share and one share purchase warrant, each warrant entitling the holder to purchase one additional common share at \$0.10 per share on or before June 23, 2015; and
- 4,025,000 Units, each Unit consisting of one *flow-through* common share and one share purchase warrant, each warrant entitling the holder to purchase one additional common share at \$0.10 per share on or before June 23, 2015.

The Company also issued a total of 509,000 common shares at a deemed price of \$0.05 per share as finders' fees in connection with this financing.

All of these shares, including any shares issued on exercise of the warrants or issued as finder's fees, will be subject to a hold period under applicable Canadian securities laws expiring on October 25, 2013, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws.

See Item 5 below for further particulars.

Item 5 Full Description of Material Change

See attached News Release dated June 25, 2013 for full particulars.

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

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer:

Richard Barnett, Chief Financial Officer (604) 336-8610

Item 9 Date of Report

DATED this 25th day of June, 2013.

Per: SIGNED: "*Richard Barnett*"
 Richard Barnett, CFO

ALTIMA RESOURCES LTD.

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NEWS RELEASE

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Altima Closes Equity Financing for Gross Proceeds of \$627,956

June 25, 2013 – Altima Resources Ltd. (TSX-V Symbol: ARH) (“Altima” or the “Company”) announces that it has closed the private placement announced in a News Release dated April 11, 2013. On June 18, 2013 the Company received acceptance from the TSX Venture Exchange to close the private placement.

In accordance with the provisions of the Subscription Agreements, on June 24, 2013, the Company issued a total of 12,559,120 Units at \$0.05 per Unit as follows:

- 8,534,120 Units, each Unit consisting of one common share and one share purchase warrant, each warrant entitling the holder to purchase one additional common share at \$0.10 per share on or before June 23, 2015 (the “NFT Financing”); and
- 4,025,000 Units, each Unit consisting of one *flow-through* common share and one share purchase warrant, each warrant entitling the holder to purchase one additional common share at \$0.10 per share on or before June 23, 2015 (the “FT Financing”).

The Company also issued a total of 509,000 common shares at a deemed price of \$0.05 per share as finders’ fees in connection with this financing.

All of these shares, including any shares issued on exercise of the warrants and issued as finder’s fees, will be subject to a hold period under applicable Canadian securities laws expiring on October 25, 2013, and will be subject to such further restrictions on resale as may apply under applicable foreign securities laws;

Two Insiders have directly and/or indirectly subscribed for a total of 5,682,520 Units from the financing, and accordingly those related parties may acquire up to an additional 11,365,040 common shares in the capital stock of the Company (*including shares that may be issued on exercise of warrants issued in connection with this financing*), which will increase their pro rata shareholdings in the Company (the “Related Party Transaction”). All of the independent directors of the Company, acting in good faith, have determined that the fair market value of the securities being issued and the consideration paid is reasonable and, with the value of the Related Party Transaction being less than 25% of the Company’s market capitalization, is exempt from the formal valuation and minority shareholder approval requirements of the Ontario Securities Commission’s Rule 61-501.

Proceeds of \$201,250 from the FT Financing will be used for exploration and development of the Company's Chambers-Ferrier area properties, which lie immediately west of the multiple-zone producing pools in the Ferrier Field, Alberta. The exploration work conducted will qualify as a Canadian Exploration Expense for the purposes of the *Income Tax Act* (Canada), which will then be renounced by the Company to the placees.

Proceeds of \$426,706 from the NFT Financing will also be used for exploration and development of the Company's Chambers-Ferrier area properties, as well as for general working capital.

On behalf of the Board of Directors

SIGNED: "Joe DeVries"

Joe DeVries, Director

Contact: (604) 336-8610

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.

This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.