

INTERNATIONAL ROYALTY CORP

Filed by
ALTIUS RESOURCES INC.

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 08/21/09

Address	10 INVERNESS DRIVE EAST, SUITE 104 ENGLEWOOD, CO 80112
CIK	0001362734
Symbol	ROY
SIC Code	1040 - Gold And Silver Ores
Industry	Gold & Silver
Sector	Basic Materials

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A
Under the Securities Exchange Act of 1934**

(Amendment No. 2)*

International Royalty Corporation

(Name of Issuer)

Common Shares
(Title of Class of Securities)

460277
(CUSIP Number of Class of Securities)

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With copies to:

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(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

August 20, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D/A

CUSIP No. 460277

(1) Name of Reporting Person
 Altius Resources Inc.

S.S. or I.R.S. Identification No. of Above Person
 Not applicable

(2) Check the Appropriate Box if a Member of a Group
 (a) See Item 5(a)
 (b)

(3) SEC Use Only

(4) Source of Funds

WC

(5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Newfoundland and Labrador (Canada)

	(7)	Sole Voting Power
Number of		None
Shares		-----
Beneficially	(8)	Shared Voting Power
Owned by		8,924,972
Each	(9)	Sole Dispositive Power
Reporting		None
Person With	(10)	Shared Dispositive Power
		8,924,972

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

8,924,972

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

(13) Percent of Class Represented by Amount in Row (11)

9.42%*

(14) Type of Reporting Person

CO

* The calculation of this percentage is based on 94,695,356 common shares (the "Common Shares") outstanding, as reported in International Royalty Corporation's unaudited consolidated financial statements for the six months ended June 30, 2009 and 2008.

Schedule 13D/A

CUSIP No. 460277

(1) Name of Reporting Person
 Altius Minerals Corporation

S.S. or I.R.S. Identification No. of Above Person
 Not applicable

(2) Check the Appropriate Box if a Member of a Group
 (a) See Item 5(a)
 (b)

(3) SEC Use Only

(4) Source of Funds

AF

(5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Alberta (Canada)

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power
		None
	(8)	Shared Voting Power
		8,924,972
	(9)	Sole Dispositive Power
		None
	(10)	Shared Dispositive Power
		8,924,972

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

8,924,972

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

(13) Percent of Class Represented by Amount in Row (11)

9.42%*

(14) Type of Reporting Person

CO

* The calculation of this percentage is based on 94,695,356 common shares (the "Common Shares") outstanding, as reported in International Royalty Corporation's unaudited consolidated financial statements for the six months ended June 30, 2009 and 2008.

This Amendment No. 2 (the "Amendment No. 2") to Schedule 13D in respect of the common shares (the "Common Shares") of International Royalty Corporation (the "Issuer"), a corporation incorporated under the laws of Canada, is being filed on behalf of the undersigned to amend the Schedule 13D, which was originally filed by the undersigned with the Securities and Exchange Commission (the "SEC") on July 6, 2009 (the "Statement") and subsequently amended on July 16, 2009 by Amendment No. 1 (together, the "Schedule 13D").

Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Statement. Except as specifically amended hereby, this Amendment No. 2 does not modify any of the information previously reported in the Statement.

Item 3. Source and Amount of Funds or Other Consideration

The 8,924,972 Common Shares reported in this Amendment No. 2, over which the Reporting Persons have shared voting and dispositive power, were acquired by Altius Resources at an aggregate cost of Cdn\$34,624,820. The funds were provided by working capital of Altius Resources.

Item 4. Purpose of Transaction

Altius Resources acquired the Common Shares of the Issuer for investment purposes. The Reporting Persons intend to acquire additional Common Shares of the Issuer, whether through prospectus offerings, on the open market, through private transactions or through other forms of acquisition, subject to market conditions. In addition, the Reporting Persons may seek at any time to dispose all or a portion of the Common Shares, through open market transactions, negotiated transactions or otherwise.

The Reporting Persons have considered and evaluated, from time to time, strategic alternatives designed to maximize the value of their investment in the Issuer. The Reporting Persons continue to consider and evaluate strategic alternatives, including entering into an extraordinary corporate transaction, as such term is used in clause (b) of Item 4 of Rule 13d-101 under the Securities Exchange Act of 1934 (the "Exchange Act"), and/or such other transactions which may relate to or result in one or more events set forth in Item 4 of Rule 13d-101 under the Exchange Act.

The Reporting Persons reserve the right to change their plans and intentions at any time, as they deem appropriate.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 2, Altius Resources owned 8,924,972 Common Shares, representing approximately 9.42% of the outstanding Common Shares. This percentage was calculated on the basis of 94,695,356 Common Shares outstanding, as reported in International Royalty Corporation's unaudited consolidated financial statements for the six months ended June 30, 2009 and 2008.

Altius Resources is a wholly-owned subsidiary of Altius Minerals.

To the Reporting Persons' knowledge, except as set forth in Annex A of the Statement, other persons named in Item 2 of the Statement do not beneficially own, within the meaning of Rule 13d-3 under the Act, any Common Shares.

(b) The Reporting Persons have shared power to direct the voting and disposition of 8,924,972 Common Shares.

(c) Transactions effected by the Reporting Persons during the past sixty days:

On June 24, 2009, Altius Resources purchased on the open market 1,783,900 Common Shares at a price of Cdn\$3.53 per Common Share.

On June 25, 2009, Altius Resources purchased on the open market 210,000 Common Shares at a price of Cdn\$3.63 per Common Share.

On June 26, 2009, Altius Resources purchased on the open market 102,100 Common Shares at a price of Cdn\$3.67 per Common Share.

On June 29, 2009, Altius Resources purchased on the open market 39,850 Common Shares at a price of Cdn\$3.74 per Common Share.

On June 30, 2009, Altius Resources purchased on the open market 36,400 Common Shares at a price of Cdn\$3.78 per Common Share.

On July 2, 2009, Altius Resources sold on the open market 74,900 Common Shares at a price of Cdn\$3.75 per Common Share.

On July 3, 2009, Altius Resources sold on the open market 1,800 Common Shares at a price of Cdn\$3.75 per Common Share.

On July 6, 2009, Altius Resources sold on the open market 43,300 Common Shares at a price of Cdn\$3.71 per Common Share.

On July 15, 2009, Altius Resources purchased through a prospectus offering 4,000,000 Common Shares at a price of Cdn\$3.55 per Common Share.

On July 15, 2009, Altius Resources purchased on the open market 70,000 Common Shares at a price of Cdn\$3.48 per Common Share.

On July 16, 2009, Altius Resources purchased on the open market 66,600 Common Shares at a price of Cdn\$3.49 per Common Share.

On July 16, 2009, Altius Resources purchased on the open market 300 Common Shares at a price of Cdn\$3.47 per Common Share.

On July 16, 2009, Altius Resources purchased on the open market 400 Common Shares at a price of Cdn\$3.49 per Common Share.

On July 17, 2009, Altius Resources purchased on the open market 100 Common Shares at a price of Cdn\$3.57 per Common Share.

On July 17, 2009, Altius Resources purchased on the open market 62,100 Common Shares at a price of Cdn\$3.57 per Common Share.

On July 20, 2009, Altius Resources purchased on the open market 100 Common Shares at a price of Cdn\$3.59 per Common Share.

On July 20, 2009, Altius Resources purchased on the open market 130,400 Common Shares at a price of Cdn\$3.69 per Common Share.

On July 20, 2009, Altius Resources purchased on the open market 67,000 Common Shares at a price of Cdn\$3.74 per Common Share.

On July 21, 2009, Altius Resources purchased on the open market 25,000 Common Shares at a price of Cdn\$3.96 per Common Share.

On July 21, 2009, Altius Resources purchased on the open market 45,000 Common Shares at a price of Cdn\$3.93 per Common Share.

On July 29, 2009, Altius Resources purchased on the open market 13,000 Common Shares at a price of Cdn\$3.62 per Common Share.

On July 30, 2009, Altius Resources purchased on the open market 10,000 Common Shares at a price of Cdn\$3.62 per Common Share.

On July 31, 2009, Altius Resources purchased on the open market 30,000 Common Shares at a price of Cdn\$3.65 per Common Share.

On August 6, 2009, Altius Resources purchased on the open market 6,000 Common Shares at a price of Cdn\$3.70 per Common Share.

On August 7, 2009, Altius Resources purchased on the open market 2,500 Common Shares at a price of Cdn\$3.69 per Common Share.

On August 10, 2009, Altius Resources purchased on the open market 34,900 Common Shares at a price of Cdn\$3.63 per Common Share.

On August 11, 2009, Altius Resources purchased on the open market 35,500 Common Shares at a price of Cdn\$3.68 per Common Share.

On August 12, 2009, Altius Resources purchased on the open market 4,300 Common Shares at a price of Cdn\$3.78 per Common Share.

On August 13, 2009, Altius Resources purchased on the open market 17,100 Common Shares at a price of Cdn\$3.88 per Common Share.

On August 14, 2009, Altius Resources purchased on the open market 78,600 Common Shares at a price of Cdn\$3.92 per Common Share.

Item 7. Material to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: August 21, 2009

ALTIUS RESOURCES INC.

By: /s/ Ben Lewis

Name: Ben Lewis
Title: Chief Financial Officer

ALTIUS MINERALS CORPORATION

By: /s/ Ben Lewis

Name: Ben Lewis
Title: Chief Financial Officer

EXHIBIT 1

Joint Filing Agreement

The undersigned hereby agree that the statement on Schedule 13D/A with respect to the common shares of International Royalty Corporation dated August 20, 2009, is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 21, 2009

ALTIUS RESOURCES INC.

By: /s/ Ben Lewis

Name: Ben Lewis
Title: Chief Financial Officer

ALTIUS MINERALS CORPORATION

By: /s/ Ben Lewis

Name: Ben Lewis
Title: Chief Financial Officer