

Form 51-102F1
Management's Discussion & Analysis

GENERAL

This management's discussion and analysis ("MD&A") of Trueclaim Exploration Inc. (the "Company" or "Trueclaim") refers to material information regarding the financial nine month period of Trueclaim ended September 30, 2012 and has been prepared by management with an effective date of November 29, 2012.

The following information should be read in conjunction with the Company's unaudited financial statements for the nine month financial period ended September 30, 2012 together with all of the notes, risk factors and information contained therein which have been prepared in accordance with Canadian generally accepted accounting principles. All amounts shown are in Canadian currency.

DESCRIPTION OF BUSINESS

The Company is a mineral exploration company listed on the TSX-Venture Exchange (Symbol TRM). The Company is engaged in the acquisition and development of precious and base metals properties in strategically located areas, currently within Ontario and Arizona

CORPORATE DEVELOPMENTS

The Company was incorporated on May 17, 2006 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act of British Columbia under the name "Stage Capital Inc."

On March 30, 2007, the Company was classified as a capital pool corporation ("CPC") as defined by policy 2.4 of the TSX Venture Exchange (the "TSXV").

On July 22, 2008, the Company announced that it had entered into an arm's length letter of intent with Trueclaim Resources Inc. ("Trueclaim Resources") dated July 7, 2008 pursuant to which the Company and Trueclaim Resources proposed a business combination ("the Transaction") by way of an amalgamation, arrangement, take-over bid, or other similar form of transaction. This transaction was completed on December 18, 2008 pursuant to an arrangement agreement, as amended, (the "Arrangement") among the Company, Trueclaim Resources and 7048955 Canada Inc. ("Stage Subsidiary"), a wholly-owned subsidiary of the Company. Upon completion of the Arrangement, (i) Trueclaim Resources amalgamated with Stage Subsidiary (to form a company called "Trueclaim Resources Inc.") and (ii) all of the outstanding securities of Trueclaim Resources, including warrants, were exchanged for equivalent securities of the Company on a one-for-one basis. The Company issued an aggregate of 10,717,000 common shares and 2,790,650 share purchase warrants of the Company in connection with the Transaction. Following completion of the Arrangement, Trueclaim Resources Inc. became a wholly-owned subsidiary of the Company and the former shareholders of Trueclaim Resources hold a majority of the shares of the Company. The Transaction was accounted for as a reverse-takeover, therefore, all information in this MD&A refers to Trueclaim Exploration Inc. (formerly Stage Capital) for the period after the date of the Transaction and to Trueclaim Resources for periods prior to that

date.

The Company changed its name from Stage Capital Inc. to Trueclaim Exploration Inc. following its annual general meeting held February 12, 2009.

As at the date of this MD&A, the following securities of the Company are outstanding:

COMMON SHARES:	95,519,200
WARRANTS:	18,534,289
FINDERS OPTIONS:	895,248
OPTIONS:	5,922,000

Note: Each warrant is exercisable into one common share of the Company. 442,307 finder's options are exercisable into units consisting of one common share of the Company and one non-transferable common share purchase warrant. 452,941 finder's options are exercisable into units consisting of one common share of the Company and one-half of one non-transferable common share purchase warrant.

The Company has adopted a stock option plan that allows the Company to issue options to certain directors, officers, employees and consultants of the Company in accordance with the stock option plan and subject to the rules and policies of the TSX Venture Exchange.

Common shares of the Company also trade on the OTCQX marketplace.

RESULTS OF OPERATIONS

The Company has not yet determined whether any of its exploration properties contain mineral reserves that are economically recoverable. All direct costs associated with the exploration of these properties have been capitalized as incurred. If a property is abandoned, or continued exploration is not practicable or is not planned to be carried out in the near future, the related deferred exploration expenditures and mineral property costs may be written off or written down (impaired) as may be appropriate.

EXPLORATION PROJECTS (CANADA)

EAST WAHNAPITAE AREA, SUDBURY MINING DIVISION SCADDING PROPERTY

The information reported in this section is up to the date of this report, that being April 27, 2012. Information on the agreement on the Scadding Gold Property and earlier work undertaken by Trueclaim Exploration can be found in previous MD&As prepared by the company.

There are currently five gold-bearing zones known on the property; North Zone, South Zone, Central Zone, Currie Rose New Zone and the E-W Pit. All of the zones other than the Central zone have been drilled by Trueclaim between the autumn of 2009 and the present. The Central zone was mined by underground methods in the late 1980s. Poor documentation of the

underground workings has made it difficult to plan holes that will miss the underground workings. Environmental work is currently underway to prepare for an application for a permit to de-water the workings. This will allow Trueclaim to have the workings properly surveyed and mapped with the potential to drill from underground once re-opened.

SRK Consultants (Canada) Inc. (“SRK”) was involved in the Phase II drilling program. SRK helped plan the delineation holes in the North Zone and reviewed the drill core from the previous programs. SRK recommended that Trueclaim drill a series of oriented holes to determine the trend of the mineralization. The advice was followed and oriented holes were drilled in the North Zone, South Zone and at the E-W Pit. Interestingly, all zones trend the same direction and changed historical ideas of the overall structure of the property. This is a very significant step in attempting to define continuity between the zones.

North Zone

In 2009 exploration work included a Phase I 2,000 metre drill program. Three initial drillholes were located in the North Zone to assess the nature of the mineralization. Without the technology of Surpac, a 3D modeling program and only historical data, the best interval in the north was 2.0m at 3.2 g/t. After the zone had been modeled in 3D it was evident that the holes drilled in 2009 had just pierced the north eastern edge of the mineralized zone and there was extensive work to be done in the future. After the 2011 oriented drilling whereby the orientation of the North Zone was determined to be striking 310°, the three holes from 2009 oriented at 315° were understood to have been drilled parallel to bands of chlorite rather than across the bands.

The success of Trueclaim’s 2010 drilling program was due, in part, to the 3D modeling program, Surpac. Geologist Lindsay Moss, B.Sc. P.Geo. modeled the zones based on historical drill logs compiled from assessment reports. The 3D model allowed on-site geologists to easily visualize the nature of the chlorite zones to better target the mineralization. In 2010 the most significant intersection of the exploration drill program was 19.2m at 12.9 g/t from drillhole TRM-10-07, however many other noteworthy intersections were drilled during this program including 9.0m at 2.9g/t and 4.0m at 9.6 g/t.

In January 2011 the Phase II drilling program commenced. In order to use the planned meterage most efficiently, oriented drilling was initiated on the property. Drillholes TRM-11-11 to TRM-11-16 were designed to intersect mineralization in order to collect structural measurements from the core as suggested by Ivo Vos, Ph.D., P.Geo. The oriented drilling revealed that the bands of chlorite were striking southeast and dipping moderately towards the southwest. The best intersection from the oriented drilling was 13.0m at 1.9g/t in drillhole TRM-11-16. From the positive results and consistent data obtained during orientation drilling a wide-spaced delineation program was planned to assess the width of the North Zone. Due to the distance between drillholes, only four of the holes intersected the modeled zone. From the delineation drilling it has been determined that the zone does not continue along strike to the southeast or the northwest but does plunge further to the southwest than previous predicted. More concentrated infill drilling is planned for the future to determine the extent of the north zone. Below is a list of significant gold values obtained in the North Zone drilling:

Hole ID	From (m (ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
TRM-09-03	79.7 (261.4)	80.4 (263.7)	0.7 (2.3)	2.5
TRM-09-03	89 (291.9)	89.9 (294.8)	0.9 (2.9)	2.8
TRM-09-03	99.0 (324.7)	101.0 (331.3)	2.0 (6.6)	3.2
TRM-09-04	85.6 (280.8)	86.7 (284.4)	1.1 (3.6)	7.0
TRM-09-05	89.4 (293.2)	89.9 (294.9)	0.5 (1.7)	55.0
TRM-10-01	19.0 (62.3)	20.0 (65.6)	1.0 (3.3)	2.8
TRM-10-02	30.0 (98.4)	34.0 (111.5)	4.0 (13.1)	9.6
TRM-10-06	70.0 (231.0)	72.0 (237.6)	2.0 (6.6)	22.3
TRM-10-06	96.0 (316.8)	100.0 (330.0)	4.0 (13.1)	2.3
TRM-10-07	52.4 (171.9)	71.6 (234.8)	19.2 (62.9)	12.9
TRM-10-07	94.4 (309.6)	95.9 (314.5)	1.5 (4.9)	1.1
TRM-10-07	98.0 (323.4)	98.9 (326.4)	0.9 (3.0)	3.9
TRM-10-07	110.2 (363.6)	112.0 (369.6)	1.8 (5.9)	25.6
TRM-10-10	41.0 (135.3)	43.7 (144.2)	2.6 (8.9)	4.5
TRM-10-10	50.0 (165.0)	59.0 (194.7)	9.0 (29.7)	2.9
TRM-10-10	61.0 (201.3)	62.0 (204.6)	1.0 (3.3)	1.3
TRM-11-11	46.1 (151.2)	56.0 (183.7)	9.9 (32.5)	1.4
TRM-11-12	32.0 (105.0)	38.0 (124.7)	6.0 (19.7)	2.8
TRM-11-12	63.6 (208.6)	68.0 (223.0)	4.4 (14.4)	0.7
TRM-11-13	97.0 (318.2)	99.0 (324.8)	2.0 (6.6)	0.4
TRM-11-14	61.0 (200.1)	66.0 (216.5)	5.0 (16.4)	2.4
TRM-11-14	99.6 (326.6)	100.1 (328.3)	0.5 (1.7)	5.9
TRM-11-14	104.7 (343.5)	113.0 (370.7)	8.3 (27.2)	1.4
TRM-11-15	10.0 (32.8)	16.6 (54.5)	6.6 (21.7)	1.0
TRM-11-15	30.0 (98.4)	40.0 (131.2)	10.0 (32.8)	3.5
TRM-11-16	38.5 (126.3)	51.5 (169.0)	13.0 (42.7)	1.9

Hole ID	From (m (ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
TRM-11-30	84.0 (275.6)	87.3 (286.4)	3.3 (10.8)	5.8
TRM-11-31	62.0 (203.4)	65.7 (215.6)	3.7 (12.2)	1.9
TRM-11-31	76 (249.3)	79 (259.1)	3.0 (9.8)	3.7
TRM-11-36	40.0 (131.2)	41.0 (134.5)	1.0 (3.3)	1.1
TRM-11-36	51.0 (167.3)	53.0 (173.9)	2.0 (6.6)	1.5
TRM-11-39	122.3 (401.1)	127.5 (418.3)	5.2 (17.2)	2.4
TRM-11-39	137.5 (451.0)	140.1 (459.5)	2.6 (8.5)	1.1
TRM-11-39	153.0 (502.0)	158.0 (518.4)	5.0 (16.4)	0.7
TRM-11-40	41.6 (136.6)	42.6 (139.9)	1.0 (3.3)	4.3
TRM-11-40	143.2 (469.8)	152.0 (498.7)	8.8 (28.9)	0.9
TRM-11-44	122.5 (401.9)	124.0 (406.8)	1.5 (4.9)	1.9
TRM-11-46	46.0 (150.9)	49.0 (160.7)	3.0 (9.8)	2.2

South Zone

Prior to Trueclaim's work, the South Zone had only been intersected by one drillhole in 1979. W35 intersected two zones, 12.8m at 9.34g/t and 4.0m at 2.28g/t. In 2009 Trueclaim drilled an interval of 10.1m at 3.5g/t. This drillhole was significant in that it allowed Trueclaim to see the potential of the South Zone. Five other holes were drilled in the South Zone during 2009.

In 2010, only one hole was drilled in the South Zone during the Phase I drill program. There was a significant amount of fractured rock in the area due to historical blasting which caused difficulty in drilling and inhibited more holes from being drilled in this zone.

In 2011, the Phase II drilling program started with new information and more-experienced drillers in the South Zone. Holes TRM-11-01 to TRM-11-10 were successful in intersecting mineralized chlorite. The most significant drillhole was TRM-11-10; it indicated continuity between the Central Zone and the South Zone through very visually similar mineralization from both zones, and was located 30m from the underground ramp. TRM-11-10 graded 15.8m at a grade of 5.4g/t. Other highlights of the drilling were 19.0m at 2.5g/t and 10.0m at 1.2g/t. While drilling oriented core, 4 holes (TRM-11-26 to TRM-11-29) were drilled in the South Zone to establish the orientation of the chlorite units in this zone. Compiled data revealed that the South Zone was trending consistently with other zones on the property. TRM-11-28A intersected a zone of 9.44m at 2.5g/t. (Note: The letter "A" behind the drillhole ID was assigned because multiple holes were drilled from the same setup.)

Hole ID	From (m(ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
TRM-09-02	26.9 (88.8)	37.0 (122.1)	10.1 (33.3)	3.5
TRM-09-02	42.9 (141.6)	43.5 (143.6)	0.6 (2.0)	3.9
TRM-09-06	69.1 (228.0)	70.0 (231.0)	0.9 (3.0)	27.9
TRM-09-07	33.7 (111.2)	35.0 (115.5)	1.3 (4.3)	2
TRM-09-07	46.5 (153.5)	47.5 (156.8)	1.0 (3.3)	2.1
TRM-09-09	16.0 (52.8)	17.0 (56.1)	1.0 (3.3)	2.4
TRM-10-11	52.8 (174.2)	54.0 (178.2)	1.2 (4.0)	11.2
TRM-10-11	70.0 (231.0)	71.0 (234.3)	1.0 (3.3)	3.2
TRM-11-01	3.0 (9.9)	7.0 (23.1)	4.0 (13.2)	3.0
TRM-11-02	16.0 (52.5)	26.0 (85.3)	10.0 (32.8)	1.2
TRM-11-02	47.0 (154.2)	52.0 (170.6)	5.0 (16.4)	2.3
TRM-11-03	17.5 (57.4)	18.5 (60.7)	1.0 (3.3)	1.1
TRM-11-03	32.0 (105.0)	51.0 (167.3)	19.0 (62.3)	2.5
TRM-11-06	45.2 (148.4)	46.0 (150.9)	0.8 (2.5)	7.8
TRM-11-06	59.7 (197.0)	60.8 (200.6)	1.1 (3.6)	1.0
TRM-11-08	49.0 (160.8)	50.0 (164.1)	1.0 (3.3)	5.4
TRM-11-09	27.0 (88.6)	28.0 (91.9)	1.0 (3.3)	7.3
TRM-11-09	47.0 (155.1)	52.0 (171.6)	5.0 (16.5)	2.2
TRM-11-10	21.6 (71.3)	23.0 (75.9)	1.4 (4.6)	1.2
TRM-11-10	53.0 (173.8)	68.8 (225.7)	15.8 (51.9)	5.4
TRM-11-26	42.2 (138.3)	44.73 (146.7)	2.58 (8.46)	3.2
TRM-11-26	56.1 (184.0)	56.59 (185.6)	0.50 (1.63)	1.7
TRM-11-27	44.0 (144.3)	45.48 (149.2)	1.48 (4.9)	1.1
TRM-11-28A	27.4 (89.7)	36.8 (120.7)	9.4 (31.0)	2.5
TRM-11-29	21.8 (71.9)	22.8 (75.2)	1.0 (3.3)	1.3
TRM-11-29	24.0 (78.7)	25.0 (82.0)	1.0 (3.3)	8.9

Currie Rose New Zone

The Currie Rose New Zone was first discovered in 1997 by Currie Rose Resources Inc. There were 4 holes with significant assays drilled previous to Trueclaim acquiring the property, as shown below:

Hole ID	From (m (ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
CR20	16.8 (55.4)	19.4 (64.0)	26.0 (8.6)	3.3
CR20	27.6 (91.1)	30.7 (101.3)	3.1 (10.2)	17.2
CR25	53.2 (175.6)	59.3 (195.7)	6.1 (20.1)	32.2
CR27	63.3 (208.9)	66.8 (220.4)	3.5 (11.5)	10.3
CR33	48.9 (161.4)	56.5 (186.5)	7.6 (25.1)	5.5

The New Zone consists of narrow high-grade seams of chlorite. In early drilling Trueclaim obtained values of 47.6g/t over 1.0m from TRM-09-13 and 94.5g/t over 1.5m from TRM-11-22.

In 2011, during the Phase II drill program, seven successful holes were drilled in the New Zone. Most notably were TRM-11-22 that graded 94.5g/t over 1.5m and TRM-11-20 grading 21.5g/t over 1m. Following the drilling in the Currie Rose New Zone, Trueclaim commenced oriented drilling in the E-W Pit and the South Zone. It was interesting that all zones drilled with oriented core were trending in the same direction. This supports the idea that the Currie Rose New Zone is open to the north as well as along strike to the northwest and southeast. It has been suggested that the reason the mineralization encountered to date in this zone is narrow and high grade is because it is on the fringe of a larger body.

Hole ID	From (m (ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
TRM-09-10	15.0 (49.5)	16.0 (52.8)	1.0 (3.3)	1.8
TRM-09-10	22.0 (72.6)	23.0 (75.9)	1.0 (3.3)	1.8
TRM-09-13	66.0 (217.8)	67.0 (221.1)	1.0 (3.3)	47.6
TRM-11-18	52.0 (170.6)	55.7 (182.7)	3.7 (12.1)	12.3
TRM-11-20	63.0 (206.7)	64.0 (210.0)	1.0 (3.3)	21.5
TRM-11-22	31.5 (103.4)	33.0 (108.3)	1.5 (4.9)	94.5
TRM-11-23	53.3 (174.7)	57.5 (188.5)	3.5 (13.8)	1.5

East-West Pit

The East-West Pit historically had 34,125 tons grading 8.6g/t (0.3oz/t) removed by surface mining. The Scadding property was originally discovered because of mineralization at the East-West Pit. Drillhole logs for the East-West Zone submitted to government assessment files by previous operators of the property contain no assay data, only geological logs.

Due to an initial lack of data and incomplete understanding of the mineralization in the East-West Pit, no drillholes were put into it by Trueclaim prior to the Phase II Drill Program because time was required for trenching and field mapping. In 2011, following the summer field season, two drillholes were drilled on the west side of the East-West Pit, TRM-11-24 and TRM-11-25, for orientation purposes. Later in the Phase II the program the drill returned to the zone and 3 holes were drilled (TRM-11-46 to TRM-11-48) to follow up on data acquired from orientation drilling. One hole was significant and hit a new zone of mineralization grading 1.4g/t over 10.3m. This drillhole was drilled at the north-east corner of the pit and oriented towards the northeast, away from the E-W Pit. Trueclaim geologists are planning on more drilling to the north of the pit to expand these new findings.

Hole ID	From (m (ft))	To (m (ft))	Interval (m (ft))	Grade (g/t)
TRM-11-24	54.5 (179.9)	55.1 (181.8)	0.6 (1.9)	1.5
TRM-11-48	98.0 (323.4)	103.0 (339.9)	5.0 (16.5)	4.5
TRM-11-48	128.8 (425.0)	139.0 (458.7)	10.3 (33.7)	1.4

It has become evident that oriented-core drilling and 3D modeling are important tools in advancing the Scadding project. The oriented-core drilling of the Phase II drilling program was essential in determining the previously misunderstood orientation of auriferous chlorite breccia.

Quality Assurance

Trueclaim has implemented a rigorous quality assurance/quality control program at the Scadding property using best industry practices and supervised by Ms Lindsay Moss, P. Geo. and subjected to independent third party review.

TECUMSEH PROPERTY

Trueclaim has completed a field mapping and sampling program on the Tecumseh property. The Tecumseh property is located 50 kilometres northeast of Sudbury and 8 kilometres northeast of

the Scadding Gold Property. The Tecumseh Property is within Trueclaim’s East Wahnapiatae Area holdings.

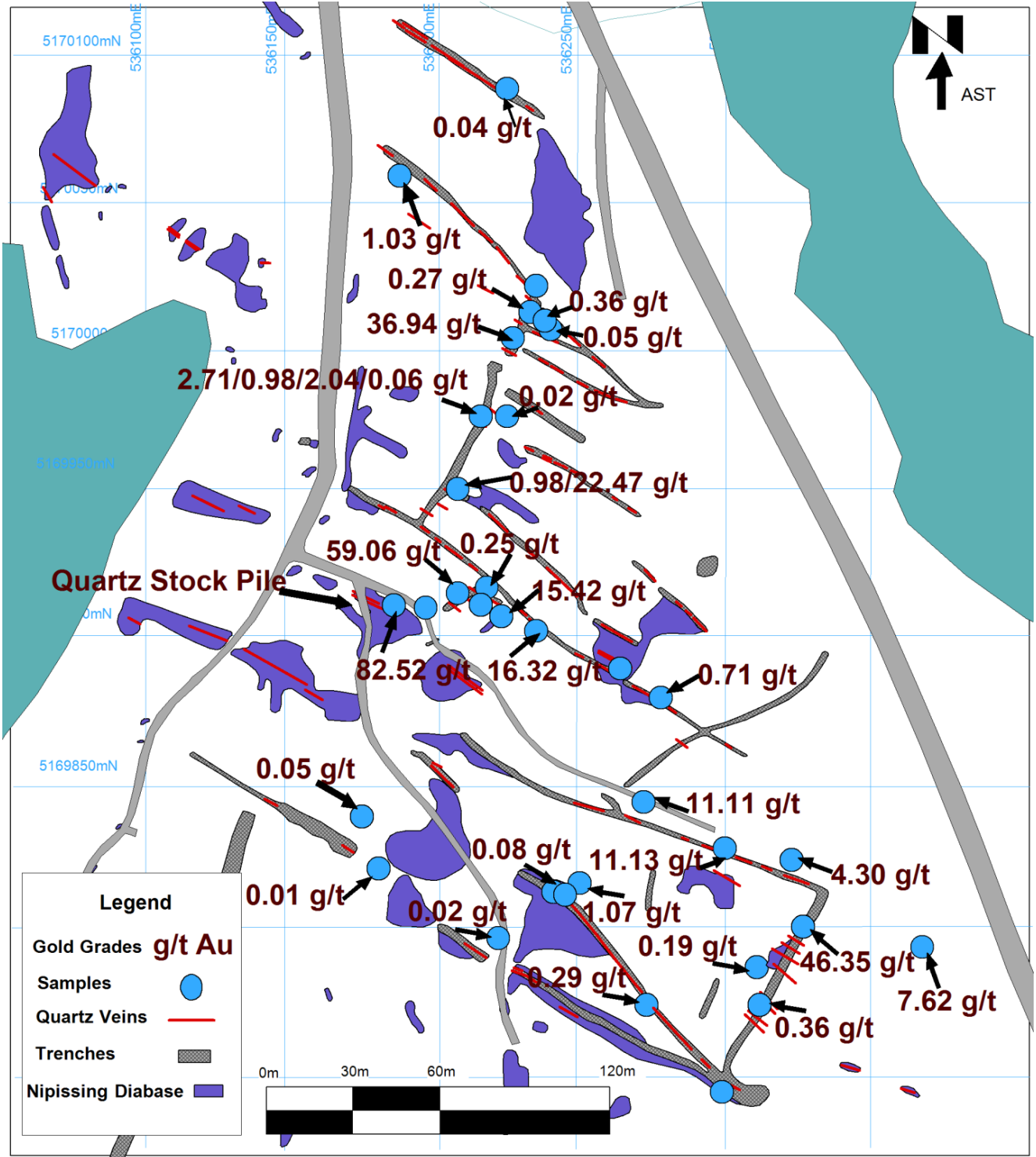
The Tecumseh property consists of multiple parallel quartz veins hosted in Nipissing Diabase. Nipissing Diabase intrusions are well known intrusions favourable for platinum, palladium and gold mineralization. The Shakespeare open pit owned and operated by URSA Major Minerals, located 70km west of Sudbury is in Nipissing Diabase producing nickel, copper, cobalt, platinum, palladium, gold and silver.

The quartz veins on the Tecumseh Property are trending East-West and dipping to the south. Historical trenching has exposed an area of quartz veining approximately 450 metres by 300 metres. The trenches provided good exposure to the quartz veins on the property.

The quartz veins average about 10cm in width. Multiple samples contain chalcopyrite and visible gold. A total of 28 individual quartz veins were sampled throughout the property from 14 historic trenches.

Shown below are the highlights of the quartz vein grab samples collected from the Tecumseh property and a map showing the results:

Sample ID	Au (g/t)	Au (oz/t)
Z061759	82.52	2.89
Z061773	59.06	2.07
Z061776	46.35	1.62
Z061745	36.94	1.29
Z061752	22.47	0.79
Z061753	16.32	0.57
Z061756	15.42	0.54
Z061778	11.13	0.39
Z061780	11.11	0.39
Z061770	7.62	0.27
Z061777	4.3	0.15
Z061747	2.71	0.09
Z061758	2.31	0.08
Z061750	2.04	0.07
Z061766	1.07	0.04
Z061739	1.03	0.04



During the nine months ended September 30, 2012, Trueclaim released results from a bulk sample taken from the Tecumseh property. The 3,423 pound bulk sample is comprised of four samples that were removed from the property. Two in situ veins were the main focus of the bulk sample as they provide Trueclaim with grades that could be obtained from the vein material. A sample was taken from the waste pile to assess the grade of remaining removed rock from the previous mining program. Wall rock material was collected along the margin of the vein containing minor disseminated chalcopyrite and pyrrhotite and showed promising results of 1.85 g/t Au. This is significant as it demonstrates that gold mineralization is not necessarily confined to quartz vein domains. The chart below shows the assays obtained from the 4 samples:

Location	Au (g/t)	Au (oz/t)
Vein 1	19.79	0.64
Vein 2	8.53	0.27
Waste Pile	3.13	0.1
Wall Rock	1.85	0.06

OTHER CANADIAN PROPERTIES

During the year ended December 31, 2011, the Company signed the following option agreements with the intention of assigning the land options to other companies:

- (i) Boston-McElroy Township
- (ii) Cook Guibord Township
- (iii) Hebecourt Township
- (iv) Berry-Desboves Township
- (v) Linear Property

On February 9, 2012, the Company signed an agreement with Northern Sky Resources Inc. (“Northern Sky”) whereby Northern Sky has assumed all obligations and payments under the Berry-Desboves, Boston-McElroy, Cook-Guibord, Hebecourt, and Linear Option agreements. As consideration for assigning the Option Agreements to Northern Sky, Northern Sky has agreed:

- (i) To issue to the Company three millions (3,000,000) common shares in the capital of Northern Sky;
- (ii) To pay in cash such amounts representing the actual cash expenditures already paid by the Company in respect of the acquisition of its option rights in and to each of the Optioned Properties
- (iii) The Company retains a ten percent (10%) carried working interest (the “Retained Interest”) in each of the Optioned Properties
- (iv) Northern Sky shall have the right, but not the obligation, to purchase at any time and from time-to-time increments of not less than one percent (1%) up to the entire Retained Interest in any or all of the Optioned Properties for consideration of one million dollars (\$1,000,000) per one percent (1%) interest.

EXPLORATION PROJECTS (USA)

BLACK DIAMOND PROJECT, GILA COUNTY, ARIZONA

The Company has entered into an option agreement (the “Option”) with Black Diamond Exploration Inc. (“Black Diamond”) in Claypoole, Arizona to acquire 100% of the 127 claims owned by Black Diamond representing approximately 2,500 acres. The claims area is located in and around an area known as the Richmond Basin in the Apache Mountains of Gila County, located approximately 100 miles east of Phoenix, Arizona.

The property includes the former McMorris and Silver Seven mines, as well as several other smaller mines. The area is readily accessible by year-round roads and has extensive nearby local mining infrastructure. Acquisition of the claims followed an extensive review of the property, including a physical inspection by the Trueclaim geological team in early May, 2010.

The site was first discovered in the late 1800s and subsequently prospected with limited production by a number of small operators between 1900 and 1980, but no formal drill program was ever undertaken. In addition no shafts were sunk beyond the 700 foot level, nor were there any efforts to create a comprehensive picture of the potential resource. Five major operating mining porphyry copper operations occur within a 20 mile radius and include:

- i) Freeport McMoran Copper & Gold- Miami, Arizona - operating a large open pit mine and smelter operation ramping up production to 100 million pounds of copper by 2011.
- ii) BHP, Pinto Valley, Arizona - an open pit operation producing approximately 18.1 million pounds of copper per year.
- iii) Quadra Mining Ltd., Carlotta Mine, Globe, Arizona - open pit producing approximately 65.7 million pounds copper per year.
- iv) Resolution Copper, Superior, Arizona - an underground operation cited as potentially one of the largest, richest and deepest (7,000 feet deep) copper and molybdenum ore bodies in North America.
- v) Grupo Mexico, Ray Pit and Hayden Smelter, Mission, Arizona - this company’s Arizona operations are producing approximately 232 million pounds of copper per year, as well as more than 600,000 ounces of silver.

The area has an extensive mining support infrastructure that the Company will be able to draw upon in its planned exploration and development activities for the McMorris and Buckeye sites. The Company’s consulting geologist Mr. Bob Komarechka, P.Geol. has also reviewed the property and described it in geological terms as follows “the Black Diamond property occurs in the Richmond Basin Area of Gila County Arizona about 16 kilometres north from the prolific Tertiary porphyry copper mines of Globe, Arizona. The historic silver ore was mined primarily from steeply dipping mineralized faults & fractures with veins trending east-west and north-south, and the most productive being the east-west McMorris Fault. Sub-horizontal mineralized fractures were also noted. The fractures for the most part were mined within a large diabase body of Proterozoic age, although the fractures continue below into younger rocks as well. It has been proposed that these faults may be related to a post diabase anticlinal structure in the area. Near surface supergene enrichment along the mineralized faults resulted in native silver and silver

halides being derived from the deeper argentite and sulphosalt proto-ores. Silver mineralization is also found within the pre-diabase basal Scandan conglomerate and within a post-diabase (Tertiary) diorite and andesitic porphyry. This diorite, along its footwall contact with the diabase, has been found to contain high silver values in the McMorris Mine. Previous authors (Bishop, O.M., University of Arizona Thesis, 1935) reported the silver mineralization to be of Tertiary age, perhaps contemporaneous with the latter stages of the diorite intrusion. Trueclaim should further investigate the diorite's relationship to the later hydrothermal fracture mineralization within the structural complex of the area using modern geochemical and geophysical techniques.”

The Company has commenced a Phase I exploration program for the Black Diamond property. A digital geo-referenced base map of tenure, topography and limited geological data has been prepared. The company has engaged Arizona geological consultant Nick Barr to assist in the permitting process and to undertake a preliminary geological examination of the property to confirm geologic contact, structure, alteration and mineralization. To further facilitate operations in Arizona, Trueclaim Exploration Inc. has incorporated a US subsidiary company, Trueclaim Resources (US) Inc. Trueclaim Resources (US) Inc. currently is a non-operating shell company, and will continue to act as such until the Company's Arizona based projects are transferred to the subsidiary. Currently, a preliminary geological study followed by a Magnetometer/EM survey are being considered to more effectively evaluate the property. A drill program would then follow based on positive results of this work.

Trueclaim can earn an undivided 100% interest in the Property by paying the aggregate sum of \$850,000 in cash, issuing an aggregate of 800,000 common shares in the capital of Trueclaim Exploration Inc. and incurring \$1,500,000 in exploration expenditures over a three year period.

Under the terms of a royalty reduction agreement the NSR may be reduced by Trueclaim in stages to 1%.

A field examination resulted in the recognition of a replacement vein containing copper rich magnetite (the Black Copper Vein) with assay results as shown below. This mineralizing trend occurred near the contact with the Tertiary diorite and limestone and extended for approximately 400 metres. Bids for undertaking a geophysical survey of this area are being reviewed. Assay results of surface hand samples from the property of this mineralized zone were reported in a Trueclaim press release dated June 1, 2011, and are shown below. A silver rich float sample was also found on the property and assayed high silver values as shown below.

Sample #	Area	Au g/t	Au oz/ton	Ag g/t	Ag oz/ton	Cu %
70553*	Black Copper Vein	1.783	0.052	6.857	0.20	5.584
70555*	Black Copper Vein	2.057	0.060	0.001	0.05	7.451
70557*	Black Copper Vein	1.78	0.052	<0.001	<0.05	7.070
E5096668	Black Copper Vein	2.873	0.084	23	<10	3.764

E5096666	Barr Float	0.005	0.000	3040	88.666	9.389
E5096667	Barr Float	0.015	0.000	2852	83.183	8.312

*** denotes samples assayed by Jacobs Assay Office of Tucson Arizona. All other samples were assayed by Accurassay Laboratories of Thunder Bay Ontario.**

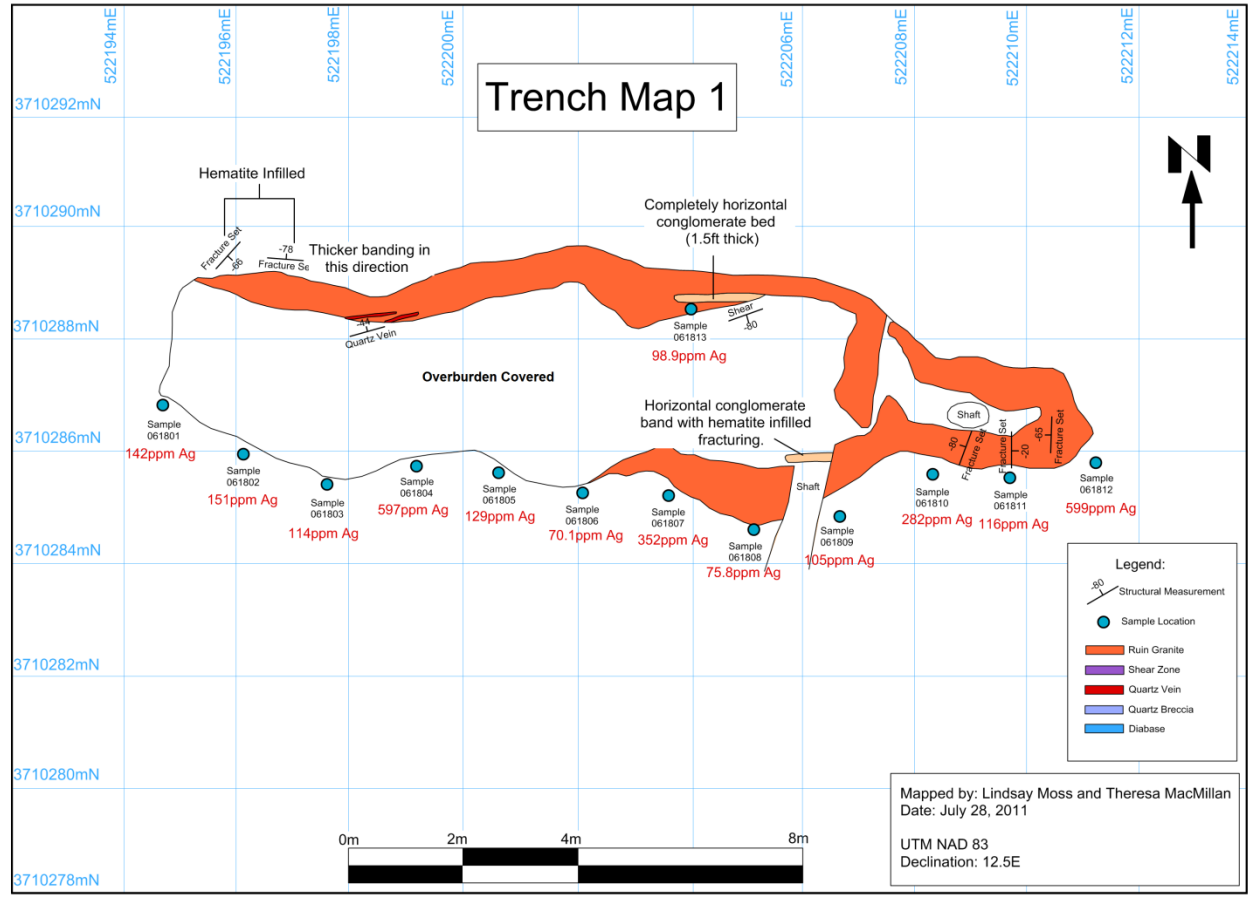
During a further field examination, Lindsay Moss, BSc. Geology, P.Geo., and Theresa MacMillan, BSc. Geology spent two weeks in Globe, Arizona from July 25th to August 8th, 2011, working on Trueclaim's Richmond Basin, silver/copper property. Work was done under the supervision of Consulting Geologist Nick Barr, BSc. Geology. The two weeks were spent detail mapping several existing trenches throughout the area, looking closely at the lithological contacts, taking abundant structural measurements, and making many observations on the strength of alteration, the degree of magnetic susceptibility and amount of mineralization seen in the area. Over 180 samples were taken in the two week work period and assays are pending. The main focus was the McMorris vein system where several historical trenches were found. An area of just over 264.4 acres (107 hectares) was mapped and multiple alteration trends were seen.

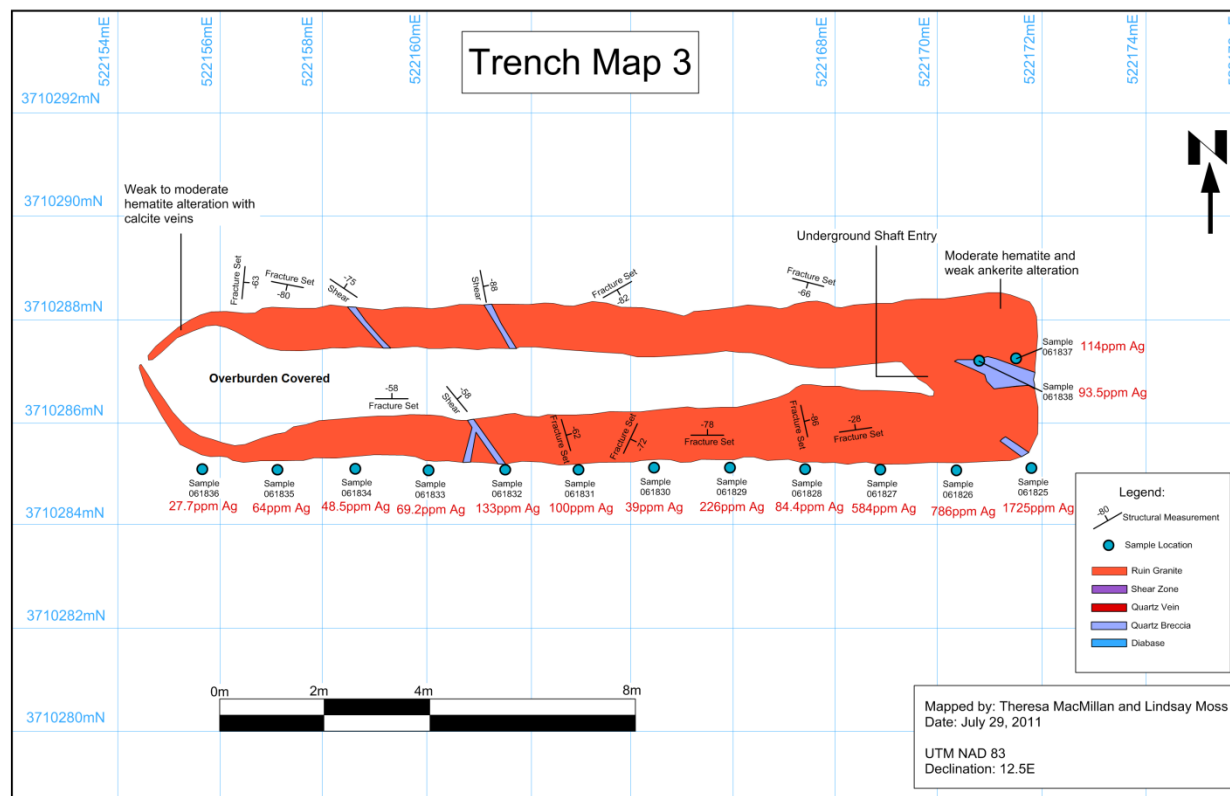
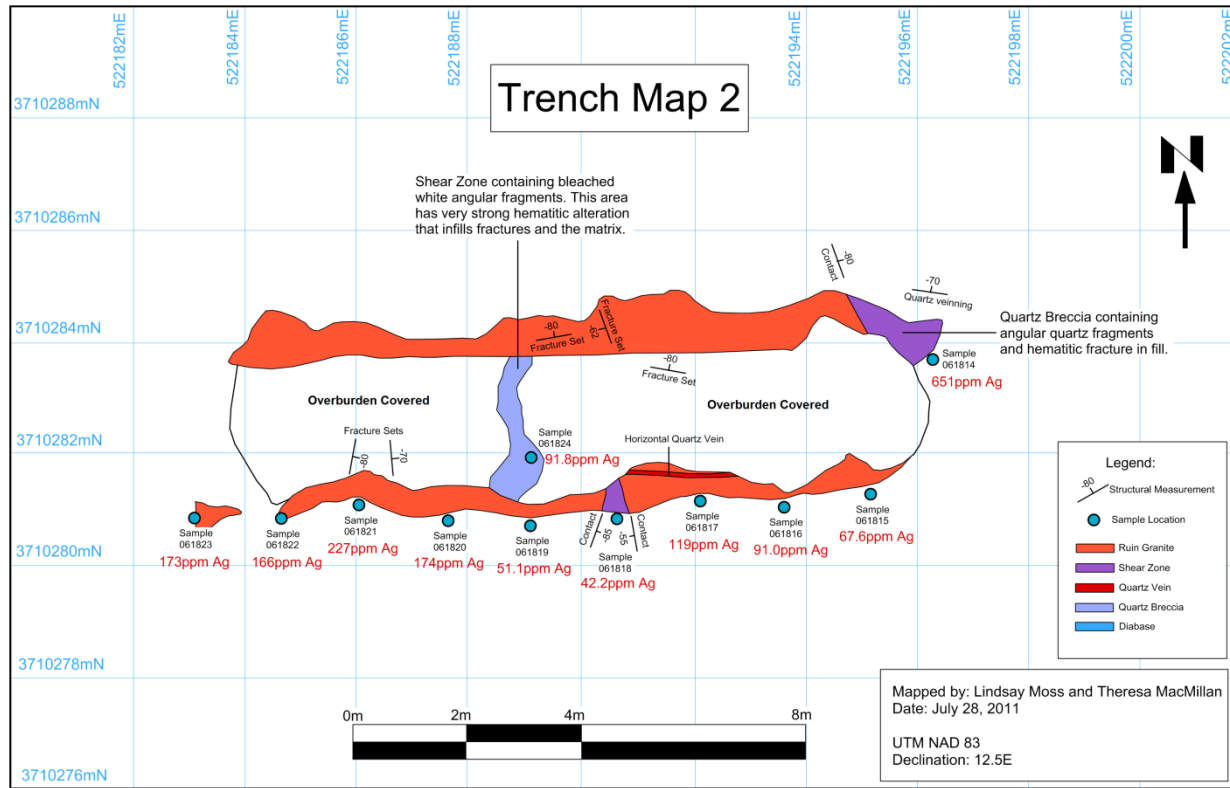
Four trenches along the McMorris vein were mapped, thoroughly sampled, and produced the following results:

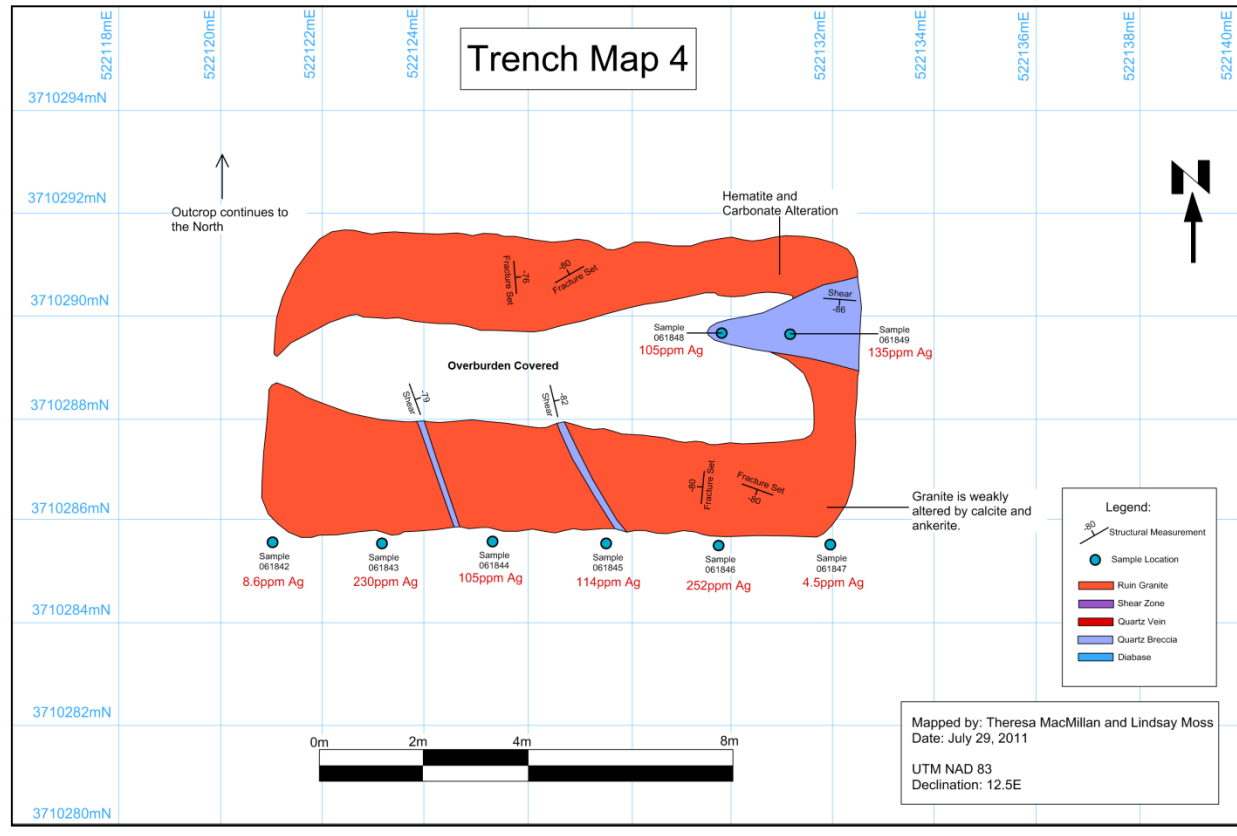
Trench	Length ft (m)	Ag ppm	Ag oz/t
1	55.0 (16.8)	227.7	7.3
2	50.0 (15.2)	181.2	5.8
3	60.0 (18.3)	323.9	10.4
4	30.0 (9.1)	119.0	3.8

These combined results produced a grade of 6.8 oz/t (213ppm) along exposed portions totalling 145 feet within an overall length of 195.0 feet (59.4m) along the McMorris Vein. Samples were taken every 5ft (1.52m) in the exposed trenches. Mapping has indicated a vein width of approximately 10ft (3.0m). Diamond drilling is required to confirm the vein width. Within these trench intervals the highlight intervals are seen below:

Trench	Highlight Intervals		
	Length ft (m)	Ag ppm	Ag oz/t
3	15 (4.6)	1031.7	33.2
1	20 (6.1)	287.0	9.2
2	20 (6.1)	232.2	7.5
1	25 (7.6)	226.6	7.3







Eighty additional small trenches were mapped and sampled thoroughly in the examined area. Of the 180 samples taken 53 samples assayed over 3.2oz/t (100ppm) silver. The samples also assayed anomalous copper, lead and zinc values.

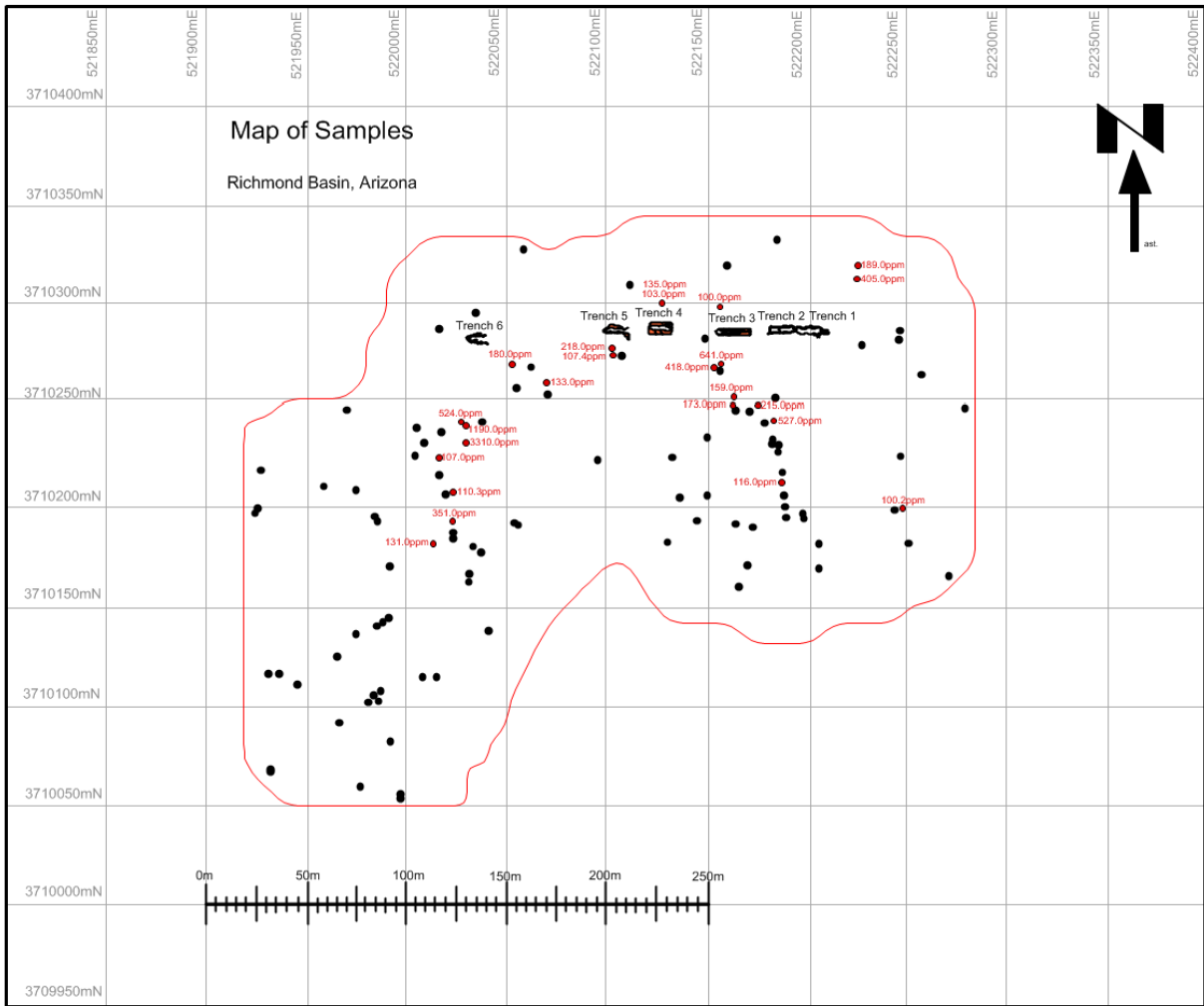
The Pre-Cambrian Ruin Granite hosts many shear zones and multiple types of alteration including hematite, ankerite, and chlorargyrite (silver chloride). The anomalous silver values are highly associated with variations in magnetic susceptibility and increased chlorargyrite alteration in the area.

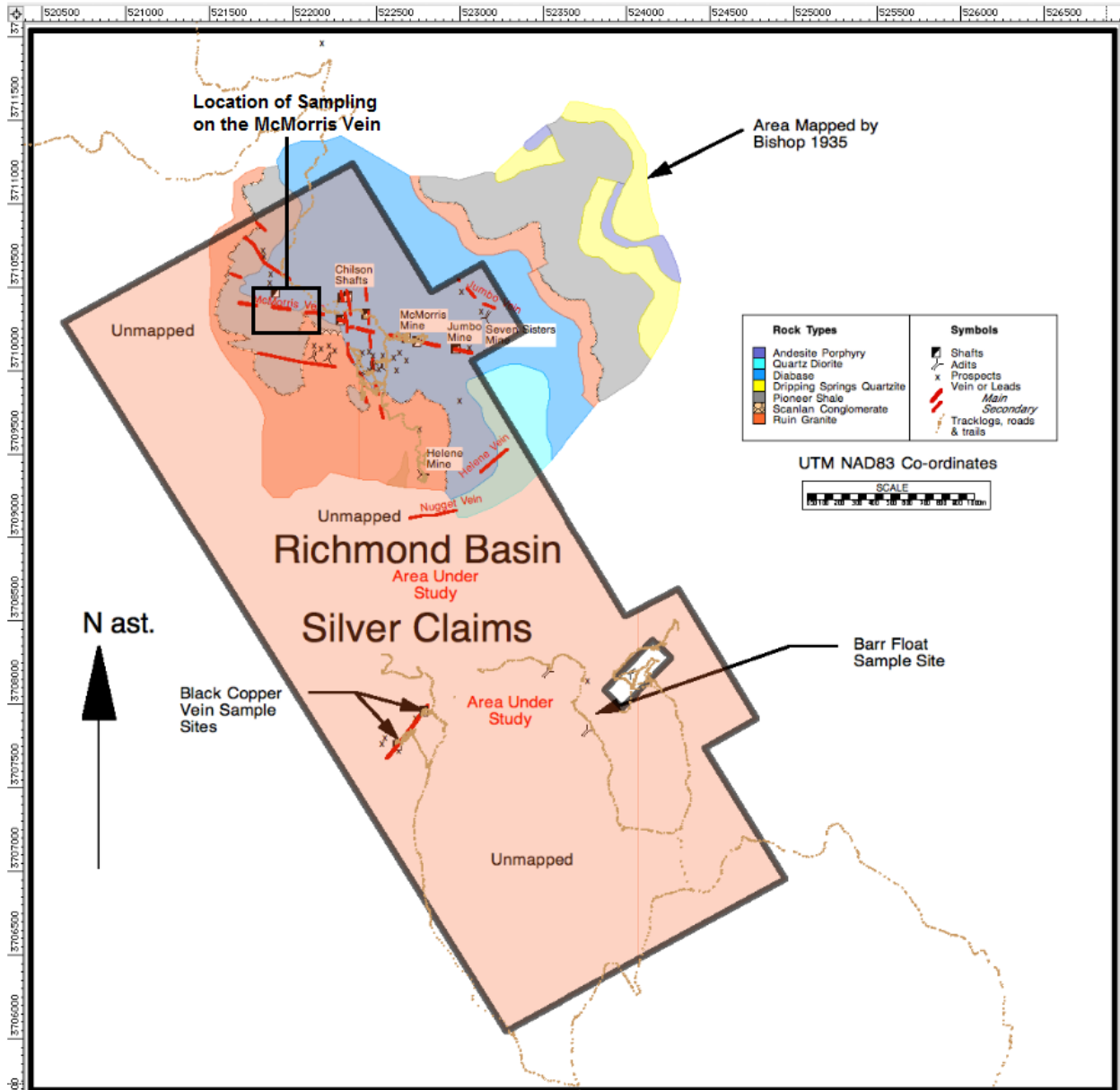
The highlights, samples over 3.2 oz/t (100 ppm) silver, taken from small and large trenches are shown below:

Sample ID	Ag ppm	Ag oz/t	Cu %	Pb%	Zn %
E5105693	3310	106.4	0.84	0.71	0.14
61825	1725	55.5	0.03	0.11	0.08
E5105694	1190	38.3	0.50	0.48	0.08
61826	786	25.3	0.03	0.06	0.08
61814	651	20.9	0.06	0.08	0.07
61881	641	20.6	0.04	0.31	0.06
61812	599	19.3	0.05	0.04	0.07
61804	597	19.2	0.15	0.14	0.15
61827	584	18.8	0.04	0.04	0.11
61854	527	16.9	0.01	0.23	0.02

Sample ID	Ag ppm	Ag oz/t	Cu %	Pb%	Zn %
E5105696	524	16.8	0.11	0.36	0.05
E5105739	475	15.3	0.02	0.06	0.05
61879	411	13.2	0.02	0.25	0.04
61877	405	13.0	0.28	0.18	0.06
61807	352	11.3	0.17	0.55	0.25
E5105684	351	11.3	0.10	0.31	0.10
61810	282	9.1	0.11	0.41	0.16
61821	277	8.9	0.02	0.04	0.02
61846	252	8.1	0.02	0.06	0.02
61843	230	7.4	0.10	0.18	0.19
61829	226	7.3	0.06	0.18	0.10
E5105707	218	7.0	0.18	0.42	0.06
61853	215	6.9	0.01	0.16	0.01
61876	189	6.1	0.15	0.18	0.08
E5105700	180	5.8	0.02	0.09	0.06
61820	174	5.6	0.05	0.12	0.02
E5105743	174	5.6	0.06	0.33	0.16
61823	173	5.6	0.01	0.02	0.02
61883	173	5.6	0.01	0.18	0.03
61822	166	5.3	0.01	0.01	0.01
61882	159	5.1	0.01	0.03	0.01
61802	151	4.9	0.08	0.17	0.10
61801	142	4.6	0.25	0.06	0.24
61849	135	4.3	0.02	0.06	0.08
61832	133	4.3	0.06	0.12	0.12
E5105698	133	4.3	0.16	0.90	0.11
E5105682	131	4.2	0.13	0.47	0.43
61805	129	4.1	0.04	0.07	0.07
61840	125	4.0	0.05	0.09	0.02
61817	119	3.8	0.06	0.18	0.02
61811	116	3.7	0.06	0.14	0.08
61862	116	3.7	0.01	0.16	0.01
61803	114	3.7	0.10	0.09	0.08
61837	114	3.7	0.04	0.04	0.08
61845	114	3.7	0.03	0.07	0.07
E5105688	107	3.4	0.13	0.65	0.28
E5105706	107	3.4	0.02	0.13	0.05
61809	105	3.4	0.08	0.35	0.16
61844	105	3.4	0.06	0.13	0.08
61848	105	3.4	0.06	0.11	0.14
E5105742	105	3.4	0.03	0.31	0.03
61831	100	3.2	0.05	0.01	0.11
61841	100	3.2	0.01	0.01	0.01

The mineralization surrounding the McMorris vein remains open for extension to the east, south west and at depth. Trueclaim has applied for a permit to drill some of these targets.





Selected Financial Information

Financial Yearend (Dec.31)	Total Revenue	Net loss and comprehensive loss for the year	Net loss per Share basic & diluted	Total Assets	Long- term Liabilities	Cash Dividends Declared Per share
2009	Nil	(\$994,028)	(\$0.04)	\$2,913,947	Nil	Nil
2010	Nil	(\$1,571,527)	(\$0.03)	\$4,170,223	Nil	Nil
2011	Nil	(\$1,310,747)	(\$0.02)	\$5,736,972	Nil	Nil

The following table sets forth selected unaudited quarterly financial information:

	September 30/12	June 30/12	March 31/12	December 31/11	September 30/11	June 30/11	March 31/11	December 31/10
Sales/ Revenue	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Net income/(loss) and comprehensive income/(loss) for the period	(\$46,227)	(\$152,079)	\$242,706	(\$186,709)	(\$343,697)	(\$768,827)	(\$11,514)	(\$1,229,836)
Net Income/ (Loss) per Share - Basic and Diluted	(\$0.00)	(\$0.00)	\$0.00	(\$0.02)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.03)

Nine month period ended September 30, 2012

The Company has no producing mining operations, and accordingly, the Company did not have any revenues during the period. The Company incurred a net loss of \$198,305 or \$0.00 a share for the nine month period ended September 30, 2012, compared with a net loss of \$780,341 or (\$0.01) per share for the same period ended September 30, 2011.

For the nine month period ended September 30, 2012, management fees were \$133,321 compared to \$355,913 during the same period in 2011. The decrease of \$222,5923 was due to the departure of three executives in the period and nil director fees paid in the nine month period ended September 30, 2012, compared to \$45,000 in director fees paid in the nine month period ended September 30, 2011.

Professional fees of \$203,025 were incurred during the nine month period ended September 30, 2012 compared to \$192,382 during the same period in 2011.

For the nine month period ended September 30, 2012, administrative expenses decreased to \$193,048 from \$469,105 in the same period in 2011. The lower costs associated with the nine month period ending September 30, 2012 reflects reduced investor relations expenditures and I.T. expenditures.

Stock compensation expense for the nine month period ended September 30, 2012 was \$5,445 compared to \$353,106 for the nine month period ended September 30, 2011. Stock-based compensation expenses are booked based on the valuation of options using the Black-Scholes model. The expense varies based on the number of options issued and the underlying assumptions used in the model.

Travel costs were \$39,011 for the three month period ended March 31, 2012 compared to \$98,437 for the same period in 2011.

During the nine month period ended September, 2012, the Company made a gain on its land disposal of \$150,000 related to the assignment agreement signed on February 9, 2012. The Company also made a gain on its available for sale investments of \$600,000 from the fair valuing of its investments in the nine month period ended September 30, 2012. During the nine month period ended September 30, 2011, the Company had neither disposal nor investment gains.

Liquidity and Capital Resources

The further development and exploration of the Company's mineral projects and general and administrative expenses depends upon the Company's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals and/or volatile stock markets and fluctuations in the price of the Company's shares may make it difficult or impossible for the Resulting Issuer to obtain equity financing or debt financing on favorable terms or at all. Failure to obtain additional financing on a timely basis may cause the Resulting Issuer to postpone its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

As at September 30, 2012 the Company had negative working capital of \$437,665. Working capital is defined by the Company to be the amount by which the current assets exceed the current liabilities, as disclosed on the Company's balance sheet. The Company is currently exploring opportunities to raise additional capital.

The Company and its subsidiary Trueclaim Resources Inc. were partially financed through the issuance of flow-through shares, requiring that the proceeds be spent on qualified mining exploration expenses. Moreover, tax rules regarding flow-through investments set deadlines for carrying out the exploration work, subject to penalties if the conditions are not respected. Although the Company is committed to taking all the

necessary measures, refusal of certain expenses by the tax authorities would have a negative tax impact for investors.

In connection with funds raised from the flow-through units during 2011, the Company has renounced \$769,547 of Canadian exploration expenditures to the shareholders in 2011. The Company has applied the look-back rule on \$769,547 whereby the expenses are renounced to the shareholders in the year the shares are issued and prior to the expenditures being incurred.

Transactions with Related Parties

During the nine month period ended September 30, 2012, the Company paid management and professional fees to directors and officers in the amount of \$161,077 (2011 - \$238,503). Of this amount, \$24,000 (2011 - \$24,000) represents costs incurred for mining exploration expenditures which were capitalized as mining properties during the period.

Transition to International Financial Reporting Standards

The Canadian Accounting Standards Board (AcSB) confirmed a plan to adopt International Financial Reporting Standards (IFRS) in 2011, for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company has adopted IFRS with an adoption date of January 1, 2011, and a transition date of January 1, 2010.

Impact of IFRS

IFRS employs a conceptual framework that is similar to Canadian GAAP; however, significant differences exist in certain matters of recognitions, measurement and disclosure. While the adoption of IFRS did not change actual cash flows of the Company, the adoption resulted in changes to the reported financial position and results of operations of the Company. In order to allow the users of the financial statements to better understand these changes, we have provided the reconciliations between Canadian GAAP and IFRS for the total assets, total liabilities, shareholders equity and net loss in Note 3 to the consolidated financial statements.

Risks Associated with Exploration and Mining Operations

The exploration of mineral properties involves a high degree of risk which cannot be avoided despite the experience, knowledge and careful evaluation of prospective properties by management. There can be no assurance commercial quantities of ore will be discovered on the Company's mineral properties. Even if such commercial quantities are subsequently discovered by the Company's exploration efforts, there can be no assurance such properties can be brought in to commercial production. Operations may be subject to disruption due to weather conditions, labour unrest or other causes beyond the control of the Company. Hazards such as unexpected formations, pressures, flooding, or other conditions over which the Company does not have

control may be encountered and may adversely affect the Company's operations and financial results.

Environmental Risks

Environmental legislation is continuing to evolve such as will require strict standards and enforcement, increased fines and penalties for non-compliance, more stringent assessment of proposed projects and a greater degree of corporate responsibility. There can be no assurance that future changes to environmental legislation may not adversely affect the Company's operations.

Mineral Market

The market for minerals is subject to factors beyond the Company's control, such as market price fluctuation, currency fluctuation and government regulation. The effect of such factors cannot be accurately calculated. The existence of any or all such factors may restrict the access to a market, if same exists, for the sale of commercial ore which may be discovered.

Funding Requirements

In order to move forward with its exploration activities, the Company may require additional funding. There can be no guarantee that such funds will be available as and when required or, if available, be accessible on reasonable commercial terms.

Reliance on Management

The Company anticipates that it will be heavily reliant upon the experience and expertise of management with respect to the further development of the mineral properties. The loss of any one of their services or their inability to devote the time required to effectively manage the affairs of the Company could materially adversely affect the Company

Forward Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, which address future production, reserve potential, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance, that the Company expressly disclaims any responsibility for revising or expanding the forward-looking statements to reflect actual results or developments, and that actual results or developments may differ materially from those projected, in the forward-looking statements.

Other Information

Additional information is available on SEDAR www.sedar.com.

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