

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

**Trueclaim Exploration Inc.**  
Suite 1320 – 885 West Georgia Street  
Vancouver, BC V6C 3E8

(the “**Company**”)

**Item 2 Date of Material Change**

January 22, 2013

**Item 3 News Release**

The Company’s News Release dated January 22, 2013 was disseminated through the facilities of Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company announced that it has arranged a non-brokered private placement financing (the “**Financing**”) of up to 8,000,000 units (each, a “**Unit**”) at a price of \$0.08 per Unit for gross proceeds of up to \$640,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one-half of one share purchase warrant (each, a “**Warrant**”). One whole Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.10 per Share for a period of one year from closing of the Financing.

The proceeds of Financing will be used for working capital and property payments.

Finders’ fees may be payable in accordance with the policies of the TSX Venture Exchange.

**Item 5 Full Description of Material Change**

See attached News Release.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Please contact Byron Coulthard, Chief Executive Officer and President of the Company, at 604.657.7004.

**Item 9      Date of Report**

Dated: January 22, 2013

SCHEDULE A

**TRUECLAIM EXPLORATION INC.**

*Suite 1320 – 885 West Georgia Street  
Vancouver, BC V6C 3E8*

January 22, 2013

TSX.V Symbol: *TRM*

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**TRUECLAIM ANNOUNCES PRIVATE PLACEMENT**

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**TRUECLAIM EXPLORATION INC.** – (the “**Company**”) announces that, subject to regulatory approval, it has arranged a non-brokered private placement financing (the “**Financing**”) of up to 8,000,000 units (each, a “**Unit**”) at a price of \$0.08 per Unit for gross proceeds of up to \$640,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one-half of one share purchase warrant (each, a “**Warrant**”). One whole Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.10 per Share for a period of one year from closing of the Financing.

The proceeds of Financing will be used for working capital and property payments.

Finders’ fees may be payable in accordance with the policies of the TSX Venture Exchange.

TRUECLAIM EXPLORATION INC.

Per: “*Byron Coulthard*”  
Byron Coulthard  
President & CEO  
604.657.7004

Neither 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.