

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

February 5, 2013

Item 3 News Release

The Company’s News Release dated February 5, 2013 was disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it has revised the terms of the private placement financing that it intends to complete to raise working capital. The Company now intends to raise up to \$720,000 through the sale of up to 12,000,000 units (each, a “Unit”) at a price of \$0.06 per Unit. Each Unit will consist of one common share of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder thereof to purchase one additional Share at an exercise price of \$0.08 per Share. All other terms of the proposed Financing previously announced remain unchanged.

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: February 5, 2013

SCHEDULE A

TRUECLAIM EXPLORATION INC.

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

February 5, 2013

TSX.V Symbol: TRM

TRUECLAIM ANNOUNCES AMENDMENT TO PRIVATE PLACEMENT

TRUECLAIM EXPLORATION INC. – (the “**Company**”) announces that, further to its news release of January 22, 2013, it has revised the terms of the private placement financing that it intends to complete to raise working capital. The Company now intends to raise up to \$720,000 through the sale of up to 12,000,000 units (each, a “**Unit**”) at a price of \$0.06 per Unit. Each Unit will consist of one common share of the Company (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one additional Share at an exercise price of \$0.08 per Share. All other terms of the proposed Financing previously announced remain unchanged.

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.