

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Trueclaim Exploration Inc. (the “**Company**”)
Suite 1730 – 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

June 5, 2013

Item 3 News Release

The Company’s News Release dated June 5, 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 10,000,000 units (each, a “**Unit**”) at a price of \$0.06 per Unit for gross proceeds of up to \$600,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). One 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: June 5, 2013

TRUECLAIM EXPLORATION INC.

***Suite 1730 – 400 Burrard Street
Vancouver, BC V6C 3A6***

June 5, 2013

TSX.V Symbol: *TRM*

TRUECLAIM ANNOUNCES PRIVATE PLACEMENT

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 10,000,000 units (each, a “**Unit**”) at a price of \$0.06 per Unit for gross proceeds of up to \$600,000. Each Unit consists of one common share of the Company (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). One 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.