

Form 51-102F3

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

**Trueclaim Exploration Inc.** (the “**Company**”)  
Suite 575 – 510 Burrard Street  
Vancouver, BC V6C 3A8

**Item 2 Date of Material Change**

July 24, 2013

**Item 3 News Release**

The Company’s News Release dated July 24, 2013 was disseminated through the facilities of Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company announced that it has completed the first tranche of its previously announced private placement financing (the “**Financing**”), as described in its News Releases of June 5, 2013, pursuant to which it has issued an aggregate of 4,750,000 units (each, a “**Unit**”) for aggregate gross proceeds of \$285,000. Each Unit consists of one common share (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one Share at a price of \$0.10 per Share for two years from the date of issuance. The Company expects to close additional tranches of the Financing in the next few weeks. A total of 4,000,000 Units were purchased by insiders of the Company.

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

In connection with the closing of the first tranche of the Financing, the Company paid an aggregate cash commission of \$720.

All securities issued in connection with the Financing will be subject to a statutory four month hold period.

**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: July 24, 2013

**TRUECLAIM EXPLORATION INC.**  
**Suite 575 – 510 Burrard Street**  
**Vancouver, BC V6C 3A8**

July 24, 2013

TSX.V Symbol: TRM

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**TRUECLAIM ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT**

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**TRUECLAIM EXPLORATION INC.** – (the “**Company**”) announces that it has completed the first tranche of its previously announced private placement financing (the “**Financing**”), as described in its News Releases of June 5, 2013, pursuant to which it has issued an aggregate of 4,750,000 units (each, a “**Unit**”) for aggregate gross proceeds of \$285,000. Each Unit consists of one common share (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one Share at a price of \$0.10 per Share for two years from the date of issuance. The Company expects to close additional tranches of the Financing in the next few weeks. A total of 4,000,000 Units were purchased by insiders of the Company.

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

In connection with the closing of the first tranche of the Financing, the Company paid an aggregate cash commission of \$720.

All securities issued in connection with the Financing will be subject to a statutory four month hold period.

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.