

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

January 22, 2014

Item 3 News Release

The Company's News Release dated January 22, 2014 was disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it has entered into agreements with two of its directors pursuant to which the Company has agreed to settle debt in the aggregate amount of \$190,000 owing to such directors in exchange for the issuance of an aggregate of 3,800,000 common shares of the Company to such directors at a deemed price of \$0.05 per share. The proposed debt settlement is subject to the approval 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 28, 2014

TRUECLAIM EXPLORATION INC.

Suite 575 – 510 Burrard Street

Vancouver, BC V6C 3A8

January 22, 2014

TSX.V Symbol:

TRM

OTBB: TRMNF

TRUECLAIM ANNOUNCES DEBT SETTLEMENT

TRUECLAIM EXPLORATION INC. (the “Company”) today announces that it has entered into agreements with two of its directors pursuant to which the Company has agreed to settle debt in the aggregate amount of \$190,000 owing to such directors in exchange for the issuance of an aggregate of 3,800,000 common shares of the Company to such directors at a deemed price of \$0.05 per share. The proposed debt settlement is subject to the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS OF

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.