

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

April 22, 2014

Item 3 News Release

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

Item 4 Summary of Material Change

The Company announced that, as approved by shareholders at its annual general and special meeting held on September 26, 2013, it intends to amend its share structure by consolidating the fully paid and issued common shares of the Company (the "**Shares**") on the basis of one (1) post-consolidation Share for each ten (10) pre-consolidation Shares issued and outstanding (the "**Consolidation**"). As at April 22, 2014, there were a total of 105,855,866 issued and outstanding Shares. Accordingly, the total number of Shares issued and outstanding after the Consolidation is expected to be 10,585,587.

The board of directors of the Company believes that the Consolidation is necessary due to market conditions that have made it challenging to raise capital under the current share structure of the Company. There will be no name change in conjunction with the Consolidation and the Consolidation is subject to the approval of the TSX Venture Exchange (the "**TSXV**").

The Company also announces that it will not be proceeding with the debt settlement announced on January 22, 2014 and the private placement announced on February 24, 2014.

In lieu of the foregoing, the Company also announced that, subject to the approval of the TSXV, it intends to complete a non-brokered private placement financing (the "**Financing**") of up to 5,000,000 units (each, a "**Unit**") (on a post-Consolidation basis) at a price of \$0.20 per Unit for gross proceeds of up to \$1,000,000. Each Unit will consist of one Share of the Company (on a post-Consolidation basis) and one share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one additional Share at a price of \$0.30 per Share for a period of two years from closing of the Financing, subject to an acceleration provision whereby, in the

event that the Shares trade above \$0.60 per Share for a period of ten consecutive trading days, the Company may accelerate the expiry date of the Warrants, to a date that is thirty days after the completion of such period.

The proceeds of the Financing will be used for drilling at the Company's Arizona project and for general working capital. Finders' fees may be payable in connection with the Financing in accordance with the policies of the TSXV.

Item 5 Full Description of Material Change

See Item 4 above for a full description of the Material Change.

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: April 24, 2014