

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Trueclaim Exploration Inc. (the "Company")
Suite 1400 – 1111 West Georgia Street
Vancouver, BC V6E 4M3

Item 2 Date of Material Change

December 8, 2014

Item 3 News Release

The Company's News Release dated December 9, 2014 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 previously described in its news release of October 15, 2014, pursuant to which it has issued an aggregate of 10,220,000 units (each, a "**Unit**") for aggregate gross proceeds of \$511,000. Each Unit consisted of one common share (each, a "**Share**") and one 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 expiry date will be accelerated in the event that, at any time following April 9, 2015, the Shares trade at a price of at least \$0.20 per Share for at least 10 consecutive trading days. A total of 5,460,000 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.

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

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: December 9, 2014