

51-102F3

Material Change Report

1. **Name and Address of Company**

Trueclaim Exploration Inc.
Suite 404 – 999 Canada Place
Vancouver, B.C. V6C 3E2

2. **Date of Material Change**

September 28, 2017

3. **News Release**

The news release dated September 28, 2017 was disseminated via the Stockwatch and Market News and filed on SEDAR on September 28, 2017.

4. **Summary of Material Change**

Trueclaim Exploration Inc. Announces New Directors and Share Consolidation

5. **Full Description of Material Change**

5.1 Full Description of Material Change

See attached

5.2 Disclosure for Restructuring Transactions

Not applicable

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

7. **Omitted Information**

Not applicable

8. **Executive Officer**

For further information, contact
Byron Coulthard
President & CEO
Telephone: 604-657-7004

9. **Date of Report**

September 28, 2017

**TRUECLAIM
EXPLORATION INC.**
*Suite 404 – 999 Canada
Place Vancouver, BC V6C
3E2*

September 28, 2017

TSX.V Symbol: TRM

NEW DIRECTORS AND SHARE CONSOLIDATION

TRUECLAIM EXPLORATION INC. – (the “**Company**”) announces the resignations of Troy Nikolai and Brian Larsen from the Board of Directors who are leaving to pursue other business opportunities.

New Directors

The Company also announces the appointment of John MacKenzie, Gary Sugar, and Larry Bleau to the board of directors of the Company, subject to regulatory approval.

John MacKenzie. Mr. MacKenzie is currently CEO of New Ruby Mining Corporation, a junior exploration stage company with three past producing gold mine properties in Arizona. After spending ten years in public accounting in the Entrepreneurial Services Group at Clarkson Gordon/Ernst & Young, he went on for fourteen years as founder and CEO at AllCanada Express (ACE), Canada’s largest international large jet cargo airline, now part of Cargojet. Subsequent to ACE he has operated as a consultant both independently and as Senior Associate to ICF International to numerous domestic and international clients in financial services, energy, aviation, technology and emergency medical services, for strategic, operations, acquisitions, contract negotiations and litigation support related services.

Gary Sugar. Mr. Sugar is a senior corporate/securities lawyer practicing in Toronto. For the past 20 years Mr. Sugar has counselled clients through private and public fundraisings, regulatory compliance matters, and corporate/commercial transactions. Mr. Sugar has worked with local and international clients in a wide variety of industries, including natural resources, technology, telecommunications, biotech, manufacturing and service industries. Mr. Sugar is a graduate of the Combined LL.B./M.B.A. Program at York University/Osgoode Hall Law School and has an undergraduate degree in Computer Science.

Larry K Bleau. Mr. Bleau is currently President and CEO of The PAC Inc., a consulting group focused on driving new sales and generating new revenue for their clients. Larry is an accomplished executive with over 25 years’ experience in marketing, advertising and media management with proven entrepreneurial skills as owner and operator of an innovative media company. A strategic thinker and a strong leader with a reputation for achieving goals and building great teams. Larry was formerly the President of NRS Media with offices in Toronto, London, Sydney, Atlanta and Cape Town. Larry was born in Montreal, Quebec,

went to Concordia University and then moved to Toronto to begin his career. He now resides in Oakville Ontario.

Mr. Byron Coulthard, the Company's President and CEO, thanks Mr. Nikolai and Mr. Larsen for their contributions, and welcomes the new directors and the experience they bring to the Board.

Share Consolidation

The Company is also pleased to announce that by resolution dated September 27, 2017, the directors of the Company have resolved to consolidate the Company's issued and outstanding share capital on a one for ten basis (the "Consolidation"). The Consolidation will reduce the issued and outstanding common shares of the Company from 33,309,764 to approximately 3,330,976 shares. No fractional shares will be issued – fractional shares will be rounded down to the nearest whole share. The Consolidation is subject to approval by the TSX Venture Exchange. The Company does not intend to change its name or its current trading symbol in connection with the proposed share consolidation.

The exercise price and number of common shares issuable pursuant to all outstanding stock options and warrants will also be adjusted in accordance with the Consolidation ratio. Fractional common shares will not be issued, and no cash will be paid in lieu of fractional post-consolidation common shares. The number of post-consolidation common shares to be received by a shareholder will be rounded down to the nearest whole common share. The board of directors believes that the proposed share consolidation will better position the Company to raise the funds it requires to finance continuing business activities and to seek additional opportunities.

TRUECLAIM EXPLORATION INC.

Per: "*Byron Coulthard*"

Byron Coulthard President
& CEO 604.657.7004

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