

# 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**

October 23, 2017

3. **News Release**

The news release dated September 23, 2017 was disseminated via the Stockwatch and Market News and filed on SEDAR on September 23, 2017.

4. **Summary of Material Change**

Trueclaim Exploration Inc. Announces Private Placement

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**

October 23, 2017

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

**TSX.V Symbol: TRM**

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**PRIVATE PLACEMENT**

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**Toronto (October 23, 2017) TRUECLAIM EXPLORATION INC.** – (the “**Company**”) is pleased to announce the non-brokered private placement (the “**Private Placement**”) of up to 20,000,000 units (“**Units**”, each a “**Unit**”), priced at \$0.10 per Unit, for total gross proceeds of up to \$2,000,000. Each Unit consists of one common share and one common share purchase warrant (a “**Warrant**”) of the Company. Each Warrant is exercisable at \$0.15 for 18 months from closing. The Units will be subject to a 4 month hold period, and the Private Placement is subject to TSX Venture Exchange approval. Proceeds from this financing will be used by the Company for general corporate purposes.

**TRUECLAIM EXPLORATION INC.**

Per: “*Byron Coulthard*” Byron Coulthard,  
President & CEO 604.657.7004

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