

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Trueclaim Exploration Inc. (the “**Company**”)
Suite 404 – 999 Canada Place
Vancouver, BC V6C 3E2

Item 2 Date of Material Change

February 26, 2018

Item 3 News Release

The Company’s News Release dated February 26, 2018 was disseminated through the facilities of Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced a non-brokered private placement financing (the “**Private Placement**”) of up to 30,000,000 units priced at \$0.10 per unit, for total gross proceeds of up to \$3,000,000. Each unit will consist of one common share and one common share purchase warrant of the Company, with each warrant being exercisable into an additional common share at a price of \$0.12 per share for five years from the date of closing. All securities issued in connection with the Private Placement will be subject to a 4 month hold period, and the Private Placement is subject to TSX Venture Exchange approval. Finder’s fees may be paid in respect of this Private Placement. Proceeds from the Private Placement will be used by the Company for general corporate purposes.

Item 5 Full Description of Material Change

See Item 4 above and the attached News Release 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

February 26, 2018

TRUECLAIM EXPLORATION INC.
Suite 404 – 999 Canada Place
Vancouver, B.C. V6C 3E2

TSX.V Symbol: TRM

TRUECLAIM ANNOUNCES PRIVATE PLACEMENT

Toronto, Ontario (February 26, 2018) TRUECLAIM EXPLORATION INC. – (the “**Company**”) is pleased to announce a non-brokered private placement financing (the “**Private Placement**”) of up to 30,000,000 units priced at \$0.10 per unit, for total gross proceeds of up to \$3,000,000. Each unit will consist of one common share and one common share purchase warrant of the Company, with each warrant being exercisable into an additional common share at a price of \$0.12 per share for five years from the date of closing. All securities issued in connection with the Private Placement will be subject to a 4 month hold period, and the Private Placement is subject to TSX Venture Exchange approval. Finder’s fees may be paid in respect of this Private Placement. Proceeds from the Private Placement will be used by the Company for general corporate purposes.

None of the securities issued in connection with the Financing will be registered under the *United States Securities Act of 1933*, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

TRUECLAIM EXPLORATION INC.

Per: “*Byron Coulthard*”

Byron Coulthard
President & CEO

Tel: 1.604.657.7004

Neither the 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 news release.

Forward-looking Statements

This news release contains forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as statements that the Company intends to undertake the Private Placement and the anticipated use of proceeds. There are numerous risks and uncertainties that could cause actual results and the Company’s plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) the inability of

the Company to complete the Private Placement at all or on the terms announced; or (iii) the Exchange not approving the Private Placement. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.