

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1. Name and Address of Company

Trueclaim Exploration Inc. (“True Claim” or the “Company”)
Suite 404 – 999 Canada Place
Vancouver, B.C. V6C 3E2
Telephone: (604) 657-7004

Item 2. Date of Material Change

March 15, 2019.

Item 3. News Release

The Company’s news release dated March 15, 2019 was disseminated via the Globe Newswire and was filed on SEDAR on March 15, 2019.

Item 4. Summary of the Material Change

Trueclaim Exploration Inc. enters into binding letter of intent with New Wave Holdings Corp. for a Proposed Reverse Take-Over.

Item 5.1 Full Description of the Material Change

The Company announced on March 15, 2019 that it entered into a binding letter of intent (the “**LOI**”) effective March 8, 2019 with New Wave Holdings Corp. (“**New Wave**”), an arm’s length privately-held corporation, to acquire a 100% interest in New Wave via a business combination transaction that would constitute a reverse take-over of Trueclaim (the “**Transaction**”). The Transaction contemplates the de-listing for trading of the common shares of Trueclaim (the “**Trueclaim Shares**”) from the TSX Venture Exchange (the “**TSXV**”) and the intended listing for trading of the shares (the “**Resulting Issuer Shares**”) of the resulting issuer (the “**Resulting Issuer**”) on the Canadian Securities Exchange (the “**CSE**”). The final structure of the Transaction will be determined by New Wave and Trueclaim to accommodate tax considerations, accounting treatment, and applicable legal and regulatory requirements.

Upon completion of the Transaction, the Resulting Issuer will continue to carry on the business of New Wave. The closing of the Transaction is subject to Trueclaim and New Wave negotiating and executing definitive documentation, the satisfactory completion of due diligence, conditional approval to list the Resulting Issuer Shares on the CSE, and the receipt of all other necessary regulatory, shareholder and third-party consents and approvals. If it proceeds, the Transaction is expected to close in summer of 2019.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

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**

Byron Coulthard
President and Chief Executive Officer
Telephone: (604) 657-7004

Item 9. **Date of Report**

April 1, 2019