

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Trueclaim Exploration Inc. (“**Trueclaim**” or the “**Company**”)  
c/o Sharon Lewis Consulting  
999 Canada Place, Suite 404  
Vancouver, BC  
V6C 3E2

**Item 2. Date of Material Change**

June 7, 2019.

**Item 3. News Release**

The Company issued a news release dated June 18, 2019 that was disseminated via Cision and filed on SEDAR on June 18, 2019.

**Item 4. Summary of Material Change**

The Company entered into a definitive amalgamation agreement dated June 7, 2019, pursuant to which the Company agreed to acquire all of the issued and outstanding common stock in the capital of New Wave Esports Corp. (“**New Wave Esports**”).

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

**Summary of Transaction**

Further to its news release dated March 15, 2019, the Company entered into a definitive amalgamation agreement dated June 7, 2019 (the “**Amalgamation Agreement**”), pursuant to which the Company agreed to acquire all of the issued and outstanding common shares (the “**New Wave Esports Shares**”) in the capital of New Wave Esports, an esports and competitive gaming investment company, incorporated under the laws of British Columbia, by way of a three-corned amalgamation (the “**Transaction**”) between Trueclaim, New Wave Esports and 1205619 B.C. Ltd (“**Subco**”), a wholly-owned subsidiary of Trueclaim incorporated for the purposes of completing the Transaction, subject to the conditions set out in the Amalgamation Agreement.

It is intended that in connection with the Transaction, Trueclaim will consolidate its common shares (the “**Trueclaim Shares**”) and warrants (the “**Trueclaim Warrants**”) on a 1.5:1 basis (the “**Consolidation**”) and change its name to “New Wave Esports Corp.” or such

other name as determined by the parties (the “**Resulting Issuer**”). Under the terms of the Transaction, the shareholders of New Wave Esports (the “**New Wave Esports Shareholders**”) will receive Trueclaim Shares in exchange for their New Wave Esports Shares on the basis of one post-Consolidation Trueclaim Share for each New Wave Esports Share. The Trueclaim Shares will be issued at a deemed post-Consolidation price of \$0.15 per Trueclaim Share (the “**Consideration Shares**”) to the New Wave Esports Shareholders. All of the outstanding warrants to acquire New Wave Esports Shares (the “**New Wave Esports Warrants**”) will be exchanged for warrants of the Resulting Issuer (the “**Resulting Issuer Warrants**”) and the New Wave Esports Warrants will be subsequently cancelled. The Resulting Issuer Warrants will be on same terms and conditions as such original outstanding New Wave Esports Warrants.

Trueclaim is expected to delist the Trueclaim Shares from the TSX Venture Exchange (“**TSXV**”) and to list the common shares and warrants of the Resulting Issuer on the Canadian Securities Exchange (“**CSE**”) upon the completion of the Transaction. Closing of the Transaction is subject to a number of conditions and approvals, which include: the Transaction being completed by September 30, 2019, and the receipt of all applicable shareholder and regulatory approvals, including approval by the TSXV and CSE.

To the extent permitted by the CSE, Trueclaim will pay, to certain parties, an aggregated finder’s fee consisting of that number of Consideration Shares equivalent to 10% of the number of Consideration Shares issued to New Wave Esports Shareholders as part of completing the Transaction.

### **New Wave Esports**

New Wave Esports Corp. is an acquisition, investment, and technology development company with the goal of elevating the entire industry of esports and competitive gaming. New Wave Esports provides capital and support services to esports companies, organizations, teams, leagues, events, platforms, and technology.

New Wave Esports acquires or invests in esports-focused companies to optimize businesses and increase their profitability, as well as create synergies within its portfolio of companies. New Wave Esports invests in innovative esports companies for monetary returns, equity stakes, and valuation increases. New Wave Esports also develops tools and solutions to meet the growing needs of the esports industry. Additionally, New Wave Esports provides strategic advisory services to portfolio companies in exchange for additional equity and/or options.

To date, New Wave Esports has placed investments in Even Matchup Gaming Inc., Tiidal Gaming Group Inc., PlayLine Ltd. and Thunderbolt Creative Digital Gaming Inc.

### **Board of Directors and Management of the Resulting Issuer**

In connection with the Transaction, the leadership team of the Resulting Issuer is expected to consist of Trumbull Fisher as President; Tiffany Lee as Chief Financial Officer and Corporate Secretary; and Daniel Mitre as Chief Marketing Officer. The board of directors of the Resulting Issuer will consist of up to 5 members including Jeffrey J. Stevens, Mr. Fisher, Ms. Lee, and Byron Coulthard from Trueclaim.

## **Disclosure and Caution**

Additional information in respect of the Transaction will be included in the Company's listing statement to be filed in connection with the Transaction and which will be available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **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**

None.

### **Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Byron Coulthard  
Chief Executive Officer  
604-657-7004

### **Item 9. Date of Report**

DATED at Vancouver, BC, this 25<sup>th</sup> day of July, 2019.