FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Reporting Issuer**

True North Gems Inc. (the "Issuer")
Suite 700-1055 West Georgia Street
Vancouver, BC V6E 3P3

Item 2. **Date of Material Change**

July 14, 2017

Item 3. **News Release**

A news release and a revised news release with respect to the material change referred to in this report was disseminated on July 14, 2017 via the facilities of Marketwire and subsequently filed on the Issuer's SEDAR profile.

Item 4. **Summary of Material Change**

See attached news release and revised news release.

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

See attached news release and revised news release.

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

This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

There are no significant facts required to be disclosed herein, which have been omitted.

Item 8. **Director/Senior Officer**

Name of Executive Officer: Andrew Lee Smith, Interim CEO

Telephone Number: 604-505-2233

Item 9. **Date of Report**

July 21, 2017

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE U.S.

TRUE NORTH GEMS INC.

VANCOUVER, BC, July 14, 2017 – True North Gems Inc. (TSXV: TGX) (the "**Company**") reports that the Board of the Company, has, as of July 11, 2017 accepted the resignations of Messrs. William J. Anderson, Robert T. Boyd, Peter Friedmann, David S. Parsons, John Ryder and Raymond N Simpson. The remaining Board Member, Mr. Andrew Smith is pleased to welcome Messrs. Ken Ralfs of Victoria, BC and Glen Macdonald, P Geo., of Vancouver, BC, each of whom has agreed to join Mr. Smith on the Board.

Ken Ralfs and Glen Macdonald are directors and/or senior officers of a number of Canadian listed resource companies.

For further information please contact:

True North Gems Inc.

"Glen Macdonald"

Glen Macdonald, Director

glenmacdonald47@gmail.com

Trading in securities of True North Gems Inc. should be considered highly speculative.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities issued, or to be issued, under the Concurrent Financing have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This news release contains forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectations. Important factors – including the availability of funds, the results of financing efforts and the parties' due diligence reviews, and general market conditions – that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time on SEDAR (see www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

We seek safe harbour.

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TRUE NORTH GEMS INC.

VANCOUVER, BC, July 14, 2017 – True North Gems Inc. (TSXV: TGX) (the "**Company**") reports, further to is news release issued earlier today, Mr. Anderson had not stood for re-election at the Company's last Annual Meeting held on September 23, 2016. Accordingly, the Board of the Company, has, as of July 11, 2017 accepted the resignations of Messrs. Robert T. Boyd, Peter Friedmann, David S. Parsons, John Ryder and Raymond N Simpson. The remaining Board Member, Mr. Andrew Smith is pleased to welcome Messrs. Ken Ralfs of Victoria, BC and Glen Macdonald, P Geo., of Vancouver, BC, each of whom has agreed to join Mr. Smith on the Board.

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