

MATERIAL CHANGE REPORT
(Section 7.1 of National Instrument 51-102)

Item 1: Name and Address of Reporting Issuer

Claim Post Resources Inc.
141 Adelaide Street East, Suite 903
Toronto, Ontario M5H 3L5

Item 2: Date of Material Change

December 5, 2013

Item 3: News Release

The news release announcing the material change was released on December 9, 2013 through Canadian Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

Item 4: Summary of Material Change

Claim Post Resources Inc. (“**Claim Post**” or the “**Company**”) announced that the shareholders of the Company had approved an amendment to the By-Laws of the Company.

By-Law No. 2013-1 includes a provision that requires advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition to call a shareholders meeting made pursuant to the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”), or (ii) a shareholder proposal made pursuant to the provisions of the OBCA (the “**Advance Notice Provision**”).

Item 5: Full Description of Material Change

The Company announced that the shareholders of the Company had approved an amendment to the By-Laws of the Company.

By-Law No. 2013-1 includes an Advance Notice Provision that requires the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition to call a shareholders meeting made pursuant to the provisions of the OBCA, or (ii) a shareholder proposal made pursuant to the provisions of the OBCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of record of common shares of the Company must submit Director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Provision provides a clear process for shareholders to follow to nominate Directors and sets out a reasonable time frame for nominee submissions along with a requirement for accompanying information. The purpose of the Advance Notice Provision is to treat all shareholders fairly by ensuring that all shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the Advance Notice Provision should assist in facilitating an orderly and efficient meeting process.

Please see the attached press release for more information.

Item 6: Reliance of subsection 7.1(2) of NI 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information please contact Charles Gryba, President.

Item 9: Date of Report

April 23, 2014

“Charles Gryba”

Charles Gryba
President