

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Pacific Wildcat Resources Corp. (the "**Company**")
Suite 900 – 475 Howe Street
Vancouver, British Columbia V6C 2B3

ITEM 2. DATE OF MATERIAL CHANGE

June 8, 2005

ITEM 3. NEWS RELEASE

Issued June 8, 2005.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Pacific Wildcat announces brokered private placement

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Pacific Wildcat Resources Corp. (the "Company") announces that, subject to regulatory approval, it has agreed to complete a brokered private placement of up to 1 million units and a non-brokered private placement of up to two hundred thousand units on a best efforts basis at a price of \$0.20 each for gross proceeds of up to \$240,000.

Each unit will consist of one common share and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one common share at a price of \$0.27 per share for 12 months post closing of the placement.

In consideration of its efforts, the broker to the brokered placement will be paid a cash commission of 5% of gross proceeds and up to 100,000 whole share purchase warrants (the "Agent's Warrants"). Each Agent Warrant will entitle the holder to purchase one common share at a price of \$0.27 per share for 12 months post closing of the placement. No commission will be payable on the non-brokered placement.

Net proceeds from the placements will be used for working capital purposes and to pursue new opportunities in the resource sector.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of NI 51-102, state the reasons for such reliance.

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Brian Flower
Telephone: (604) 669-8985

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 8 day of June, 2005.