FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

The full name of the Company and the address of its principal office in Canada is:

Pacific Wildcat Resource Corp.
208 – 478 Bernard Avenue
Kelowna, B.C. V1Y 6N7

Item 2 Date of Material Change

The date of the material change is July 7, 2009.

Item 3 News Release

The date of issuance of the news release was July 7, 2009.

The news release was disseminated via SEDAR to the securities commissions in British Columbia and Alberta, to the TSX Venture Exchange and through Stockwatch.

Item 4 Summary of Material Change

Pacific Wildcat Resources Corp. (the "Company") has closed the shares for debt transaction previously announced on June 16, 2009 through the issuance of 520,833 common shares at a price of $0.12 per share.

Item 5 Full Description of Material Change

Effective June 30, 2009, the Company closed its previously announced shares for debt transaction (June 16, 2009 – Debt Settlement) wherein pursuant to the Debt Settlement, the Company entered into agreements with certain creditors, including directors and officers of the Company, to settle debts of an aggregate of $62,500 by the issuance of 520,833 common shares of the Company at a deemed issue price of $0.12 per share (the "**Shares**").

In accordance with securities legislation currently in effect, the Shares will be subject to a "hold period" of four months plus one day from the date of issuance and closing.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted in this report.

Item 8 Executive Officer

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and the Report or the name of an officer through whom such executive officer may be contacted is as follows:

Name: Terese Gieselman, Chief Financial Officer
Bus. Tel: (250) 860-2950

Item 9 Date of Report

Dated at Kelowna, British Columbia, this 14th day of July, 2009.

PACIFIC WILDCAT RESOURCES CORP.
advanced and strategic minerals and metals

2150 - 1188 West Georgia St.
Vancouver, British Columbia
Canada, V6E 4A2

Tel 604 **669-8985**
Fax 604 **669-4776**

7th July 2009

NEWS RELEASE

Vancouver, British Columbia - Pacific Wildcat Resources Corp. (TSXV - PAW.H) ("PAW" or the "Company") wishes to announce, effective June 30, 2009, it has closed its previously announced shares for debt transaction (June 16, 2009 – Debt Settlement) wherein pursuant to the Debt Settlement, the Company entered into agreements with certain creditors, including directors and officers of the Company, to settle debts of an aggregate of $62,500 by the issuance of 520,833 common shares of the Company at a deemed issue price of $0.12 per share (the "**Shares**").

The Shares are subject to a four-month hold period in accordance with the policies of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS OF
PACIFIC WILDCAT RESOURCES CORP.

"Darren Townsend", President

For further information, please contact:

Darren Townsend, President
Pacific Wildcat Resources Corp.
Phone: 1-888-860-2666

Web site: www.pacificwildcat.com

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular in connection with the Transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of Pacific Wildcat Inc. should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.