FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Pacific Wildcat Resources Corp. (the “Company” or “PAW”)
110 - 2300 Carrington Road
West Kelowna, British Columbia, V4T 2N6

Item 2: Date of Material Change

April 3, 2013

Item 3: News Release

The news release was disseminated through Marketwire and filed on SEDAR.

Item 4: Summary of Material Change

See Full Description of Material Change.

Item 5: Full Description of Material Change

Pacific Wildcat Resources Corp. announced terms of agreements to settle short term debts (the “**Debt Settlement**”) with arm’s length parties of up to an aggregate of $839,009 by the issuance of up to an aggregate of 11,186,792 Units of the Company at a deemed issue price of $0.075 per Unit (the “**Unit**”). Each Unit will consist of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company for a period of 12 months of issuance exercisable at a price of $0.10.

An aggregate of $55,138 of additional debt owed to a Director will be settled by the issuance of 735,171 common shares at a deemed issue price of $0.075 per share.

The debt involved in the Debt Settlement was incurred to provide the Company with working capital over the last 9 months.

The securities issued pursuant to the Debt Settlement will be subject to a four-month hold period from the date of issuance. Completion of the Debt Settlement is subject to acceptance by the TSX Venture Exchange.

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

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Terese Gieselman, Chief Financial Officer
Telephone: 250-768-0009

Item 9: Date of Report

April 3, 2013