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

October 25, 2013

Item 3: News Release

The news release was disseminated through Stockwatch and Marketnews 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. advised it has received TSX Venture Exchange approval and completed the convertible note financing in the amount of $230,000 (the "Notes") as previously announced (*see News Release October 22, 2013*).

The Holders will have the right at any time prior to the maturity date of February 11, 2014 to convert the Notes into units at a conversion price of $0.05 (a "Unit"). Each Unit will consist of one common share and one share purchase warrant (a "Warrant"). Each Warrant will entitle the Holder to acquire one additional common share at a price of $0.05 per share for a period of 2 years from the date of issuance.

In accordance with the Canadian securities legislation currently in effect, any securities issued pursuant to the Notes will have a restricted "hold" period in Canada expiring on February 11, 2014.

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

October 25, 2013