

**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

May 1, 2015

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 announced that further to its news release on April 1, 2015 (the "Default Announcement"), the British Columbia Securities Commission issued a management cease trade order on May 1, 2015 (the "MCTO") for failure to file its annual financial statements, CEO and CFO certifications and management discussion and analysis for the year ended December 31, 2014 (the "Annual Filings") by the deadline of April 30, 2015. The MCTO prohibits all trading by certain insiders of PAW in securities of the Company until the order is revoked. The Company is required to provide bi-weekly status updates in accordance with National Policy 12-203 - Cease Trade Orders for Continuous Disclosure Defaults until the MCTO has been revoked of a full cease trade order issued.

The Company continues to anticipate that the Annual Filings will be completed on or before July 2, 2015.

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:

Malcolm Carson, Chief Financial Officer
Telephone: 250-768-0009

Item 9: Date of Report

May 1, 2015