

NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR

for the

Annual General Meeting

of



PACIFIC WILDCAT RESOURCES CORP.

TO BE HELD ON FRIDAY, NOVEMBER 28, 2014

Dated as of October 20, 2014



PACIFIC WILDCAT RESOURCES CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of Pacific Wildcat Resources Corp. (the "Company") will be held in the boardroom of 110 - 2300 Carrington Road West Kelowna, British Columbia, on Friday, November 28, 2014 , at the hour of 3:00 p.m., local time, for the following purposes:

1. To receive and consider the financial statements of the Company, together with the auditor's report thereon, for the year ended December 31, 2012;
2. To determine the number of Directors at six (6) and to elect Directors for the ensuing year;
3. To appoint the auditors for the ensuing year at a remuneration to be fixed by the directors;
5. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

Accompanying this Notice of Meeting are the Company's Management Information Circular and form of Proxy. The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Only shareholders of record at the close of business on October 20, 2014 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 3:00pm. (Vancouver, British Columbia time) on November 26, 2014 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy.

DATED this 20th day of October, 2014

BY THE ORDER OF THE BOARD

Donald F.D. O'Sullivan
President and Chief Executive Officer



PACIFIC WILDCAT RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR

as at and dated October 20, 2014

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Pacific Wildcat Resources Corp. ("PAW" or the "Company") for use at the Annual General Meeting of shareholders of the Company to be held on Friday, November 28, 2014, (the "Meeting") and any adjournment thereof, at the time and place and for the purposes set forth in the notice of the Meeting. Except where otherwise indicated the information contained herein is dated as of October 20, 2014. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company.

Currency Exchange Rates

Financial information contained in this Circular is in Canadian Dollars unless otherwise indicated. References to "AUD\$" are Australian Dollars.

RECORD DATE

The directors of the Company have set the close of business on October 20, 2014 as the record date (the "Record Date") for determining which shareholders shall be entitled to receive notice of and to vote at the Meeting. Only shareholders of record as of the Record Date shall be entitled to receive notice of and to vote at the Meeting, unless after the Record Date a shareholder transfers his or her common shares and the transferee (the "Transferee"), upon establishing that the Transferee owns such common shares, requests in writing, at least 10 days prior to the Meeting or any adjournments thereof, that the Transferee may have his or her name included on the list of shareholders entitled to vote at the Meeting, in which case, the Transferee is entitled to vote such shares at the Meeting. Such written request by the Transferee shall be sent to the Company's corporate secretary at the following address: Suite 110 – 2300 Carrington Road, West Kelowna, British Columbia, V4T 2N6.

APPOINTMENT AND REVOCATION OF PROXIES

The enclosed Proxy is solicited by and on behalf of management of the Company. The persons named in the enclosed Proxy form are management-designated proxyholders. A registered shareholder desiring to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting may do so either by inserting such other person's name in the blank space provided in the Proxy form or by completing another form of proxy. The completed Proxy should be delivered to Computershare Investor Services Inc. ("Computershare") by 3:00pm (local time in Vancouver, British Columbia) on November 26, 2014 or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting.

Revocation of Proxies

A registered shareholder who has given a Proxy may revoke it by an instrument in writing that is

- (a) received at the registered office of the Company (Suite 110 – 2300 Carrington Road, West Kelowna, British Columbia, V4T 2N6) at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
 - (b) provided to the chair of the meeting, at the meeting of shareholders, before any vote in respect of which the proxy is to be used shall have been taken.
-

or in any other manner provided by law.

Non-Registered Holders who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

ADVICE TO BENEFICIAL SHAREHOLDERS OF COMMON SHARES

Non-Registered Holders

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an Intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

Pursuant to National Instrument 54-101 ("NI 54-101") of the Canadian Securities Administrators, the Company is distributing copies of proxy-related materials in connection with this Meeting (including this Circular) indirectly to Non-Registered Holders.

The Company is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

Intermediaries which receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "Solicitation of Proxies".

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

Common Shares represented by a shareholder's Proxy form will be voted or withheld from voting in accordance with the shareholder's instructions on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of any instructions, the proxy agent named on the Proxy form will cast the shareholder's votes in favour of the passage of the resolutions set forth herein and in the Notice of Meeting.**

The enclosed Proxy form confers discretionary authority upon the persons named therein with respect to (a) amendments or variations to matters identified in the Notice of Meeting and (b) other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

All references to shareholders in this Circular and the accompanying instrument of proxy and Notice of Meeting are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company has an authorized capital of an unlimited number of common shares without par value. As at the date of this information circular, 295,131,981 common shares without par value were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. October 20, 2014 has been fixed in advance by the directors of the Company as the record date for the purpose of determining those shareholders entitled to receive notice of, and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company, except the following:

Name	No. of Shares Owned or Controlled	Percentage of Outstanding Shares
Dunross Capital Limited	63,147,298	21.39%
Finebrook Investments Pty Ltd as trustees for the O'Sullivan Superannuation Fund	63,147,298	21.39%

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Number and Election Of Directors

The Board presently consists of five directors. Management is nominating six individuals to stand for election as directors at the Meeting. It is proposed that the number of directors to be elected at the Meeting for the ensuing year be fixed at six.

The term of office of each of the present directors expires at the Meeting. Management of the Company proposes to nominate the persons named below for election as directors of the Company at

the Meeting. In accordance with the Articles of the Company, each director elected will hold office until the next annual general meeting of the members of the Company or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such director becomes disqualified to act as a director pursuant to the British Columbia *Business Corporations Act* ("BCBCA").

Except where authority to vote on the Election of Directors is withheld, unless otherwise indicated, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.

The following table and notes thereto sets forth the name of each person proposed to be nominated by management for election as a director, the municipality in which he is ordinarily resident, all offices of the Company now held by him, the period of time for which he has been a director of the Company, and the number of Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof:

Name and Address of Nominee and Present Position with Company	Principal Occupation During the Last Five Years	Director Since	Number of Approximate Voting Securities
Donald O'Sullivan WA, Australia President, CEO & Director	Businessmen based in Australia	2012	63,147,298
Christopher Lalor ¹ WA, Australia Director	Director of the Company; Retired.	1994	1,549,000
David Anderson ¹ South Africa Director	Businessman based in South Africa	2012	63,147,298
Darren Townsend ¹ WA, Australia President, CEO, Director	President, CEO, Director of the Company.	2008	4,451,598
Malcolm Carson NSW Chief Financial Officer	Businessman based in NSW	n/a	n/a
Shamin Shaik	Businessman based in South Africa	n/a	18,008,000 ²

1 Member of the Audit Committee.

2 The shares represent shares issued to Muscadine Limited, a company jointly controlled by Shamin Shaik for the 2009 acquisition of the shares of Tantalum Mineracao e Prespeccao Limitada the Company's wholly owned subsidiary.

Except where authority to vote on the Election of Directors is withheld, unless otherwise indicated, the named proxyholders will vote "FOR" the election of each of the proposed Management Nominees set forth above as directors of the Company, and in favour of the election of the Vendor Nominees as set out below.

Management is not presently aware that any of the nominees will be unwilling to serve as a director if elected but in the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herewith, the enclosed for of proxy confers discretionary authority upon the persons named therein to vote for the election of any other eligible person designated by the Board, unless instructions have been given to refrain from voting with respect to the election of directors.

Each of the Management Nominees are in the opinion of Management, qualified to direct the activities of the Company until the next annual meeting of the Shareholders and all nominees have indicated their willingness to stand for election.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions or Individual Bankruptcies

Except as described below, no proposed director:

- a) is at the date of this Information Circular, or has been within ten years before the date of this Information Circular, a director, CEO or CFO of any company (including PAW) that:
 - (i) was the subject, while the director was acting in that capacity as a director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company; or
- b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

For the purposes of the above, "order" means: a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

The Company has undergone significant management and board changes since January 31, 2014 with resignations of President and CEO, Darren Townsend, Chairman and Director, Terrence Lyons and in April the Company's CFO Terese Gieselman resigned. Don O'Sullivan a current director assumed the role as President and CEO and Malcom Carson was appointed CFO on April 15, 2014. The Company advised on April 16, 2014 that it would be unable to file its 2013 audited financial statements for the year ended December 31, 2013 (the "Annual Statements"), management discussion and analysis (MD&A) relating to the Annual Statements, primarily as a result of the resignations and the time required for auditors in Mozambique, Kenya and Canada to complete the audit of the Company and its subsidiaries. As a result, the Company further announced it had made an application to the British Columbia Securities Commission ("BCSC") to approve a temporary management cease trade order ("MCTO") under National Policy 12-203 Cease Trade Orders for Continuous Disclosure Defaults ("NP-12-203").

On May 1, 2014 the BCSC granted the MCTO, and during this period the Company undertook to comply with the alternative information guidelines set out in NP-12-203 which among other things require the Company to issue bi-weekly default stats reports by way of a new release, which the

Company complied with. The MCTO also prohibited all trading in it and all acquisitions of the securities of the Company, by certain insiders, until two days after receipt by the BCSC of all the required filings.

The Company experienced further delays in completing its Annual Statements primarily due to delays in receiving its audited statements of its subsidiaries and the additional time required to determine whether an impairment charge against the Company's Mrima Hill project was appropriate due to the current legal status of its Special Mining License in Kenya. In addition, until the Company had completed its Annual Statements it was not in a position to finalize its unaudited financial statements for the three months ended March 31, 2014 and its related Management's Discussion and Analysis and Chief Executive Officer and Chief Financial Officer certifications (the "Interim Filings").

As a result the Company did not meet the June 30, 2014 deadline issued by the BCSC under its MCTO, and on July 3, 2014 BCSC issued a full Cease Trade Order ("CTO") pursuant to section 164(1) of the Act, and will remain ceased until such time as the Company has completed the outstanding Annual and Interim Filings, and the Executive Director has revoked the CTO.

Accordingly, the TSX Venture Exchange (the "Exchange") pursuant to Policy 3.3 "Timely Disclosure" section 3.8(x), effective July 3, 2014, suspended trading in the Company's securities as a result of the CTO issued.

The Company completed the filing of the Annual Statements and Interim Filings, and on September 17, 2014 the BCSC revoked the CTO. Accordingly, the Company made an application to the Exchange to reinstate trading of the Company's common shares. On September 29, 2014 the Company received approval from the Exchange for re-instatement of trading which commenced on September 30, 2014.

The board of directors has not appointed an executive committee.

As the Company is a reporting company the directors of the Company are required to elect from their number an audit committee. **David Anderson, Chris Lalor and Darren Townsend** are the three directors to be elected by the board of directors of the Company to the audit committee for the ensuing year.

Appointment of Auditor

The persons named in the enclosed instrument of proxy intend to vote for the appointment of BDO Canada LLP, Chartered Accountants, as the Company's auditor until the next annual general meeting of shareholders at a remuneration to be fixed by the Board.

BDO Canada LLP was first appointed auditor of the Company on August 24, 2009.

Unless instructions are given to abstain from voting with regard to the appointment of the Auditors, it is the intention of management nominees to vote FOR the appointment of BDO Canada LLP as auditors of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

The Company does not have a formal compensation program. The Company's officers in most cases are compensated based on a daily or fixed monthly amounts and are paid indirectly through professional management and consulting companies in which they are owners, contractors or employees. In establishing fees or salaries for the Company's CEO, other executive officers and directors, consideration is given to salary ranges for comparable positions in similar size companies. Data for such comparisons is obtained from the evaluation of compensation against industry peers including those with a similar market capitalization, in the business of exploring similar minerals in similar jurisdictions, and from reviewing similar other companies' compensation information included in their information circulars. In setting salaries within competitive ranges, the Company considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an

individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility, and the potential for future contributions to the Company.

In keeping with the relatively simple compensation structure adopted by most venture issuers, the Company's executive compensation for its executive officers has two primary components, cash compensation and incentive stock options.

Compensation Risk Assessment and Mitigation

Although the Company does not have formal policies specifically targeting risk-taking in a compensation context, the practice of management and the Board is to consider all factors relating to an executive officer's performance, including any risk mitigation efforts or excessive risk-taking, in determining compensation.

Under the Company's policies, executive officers and directors are not permitted to purchase financial instruments (including prepaid variable contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the executive officer or director.

Principles/Objectives of the Compensation Program

The primary goal of the Company's executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Company's Executive Officers is determined with regard to the Company's business strategy and objectives, such that the financial interests of the Executive Officers are matched with the financial interests of the shareholders

Summary Compensation Table

During the financial year ended December 31, 2012, the Company had two Named Executive Officers ("NEO") being:

- a) Darren Townsend, President and Chief Executive Officer ("CEO") of the Company; and
- b) Terese Gieselman, Chief Financial Officer ("CFO") and Secretary of the Company.

Mr. Townsend resigned his position on January 31, 2014 and Mr. Donald O'Sullivan was appointed in his stead.

Ms. Gieselman resigned on March 21, 2014 and Mr. Malcolm Carson was appointed in her stead.

"Named Executive Officer" means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

The following table sets forth particulars concerning the compensation of NEO's for the Company's financial year ended December 31, 2012:

Name and Principal Position	Year Dec 31	Salary ¹ (\$)	Share Based Awards (\$)	Option Based Awards (\$) ²	Non-equity incentive plan compensation (#)		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$) ³
					Annual Incentive Plans	Long-term Incentive Plans			
Darren Townsend Former CEO ⁴	2012	325,250	Nil	Nil	Nil	Nil	Nil	Nil	325,250
	2011	211,778	71,000	153,000	Nil	Nil	Nil	Nil	435,778
	2010	196,293	237,000	Nil	Nil	Nil	Nil	Nil	433,293
Terese Gieselman Former CFO ⁵	2012	122,730	Nil	Nil	Nil	Nil	Nil	Nil	122,730
	2011	157,871	Nil	102,000	Nil	Nil	Nil	Nil	259,871
	2010	84,283	Nil	24,000	Nil	Nil	Nil	Nil	108,283

- 1 These amounts represent salaries and consulting fees as described herein below refer to Section *Termination of Employment, Change of Control Benefits and Employment Agreements for further details.*
- 2 The amount is based on the grant date fair value of the award using the Black-Scholes pricing model which is the valuation methodology used by the Company in accordance with Section 3870 of the CICA Handbook. The options granted to the NEO's are fully vested at the date of grant.
- 3 During the NEO's engagement, the Company reimburses the NEO for all travel and other expenses actually, properly and necessarily incurred by the NEO in connection with the NEO's duties in accordance with the policies set from time to time by the Company, in its sole discretion. The NEO is required to furnish such receipts, vouchers or other evidence as are required by the Company to substantiate such expenses. Such reimbursements are excluded from the "Total Compensation".

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended **December 31, 2012**, including awards granted to NEO's in prior years:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$) ¹	Option expiration date	Value of unexercised in-the-money options (\$) ²	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
Darren Townsend	450,000	0.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	1,100,000	0.12	Aug 7, 2014	Nil	Nil	Nil	Nil
Terese Gieselman	300,000	0.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	200,000	0.19	Jul 28, 2015	Nil	Nil	Nil	Nil
	100,000	0.12	Aug 7, 2014	Nil	Nil	Nil	Nil

- 1 The market price for the Company's common shares on December 31, 2012 was \$0.06. No value has been given to unexercised options that were out-of-the-money on December 31, 2012.

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended December 31, 2012:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Darren Townsend	N/A	N/A	N/A
Terese Gieselman	N/A	N/A	N/A

Director Compensation

The Company does not currently pay compensation to non-management directors, nor are they paid for attendance at board meetings. The directors are reimbursed for expenses occurred in carrying out their duties as directors and are granted stock options.

The Company has a formalized stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

During the year ended December 31, 2012 there were no options granted or fees paid to directors.

Outstanding Share-Based and Option-Based Awards

The following table sets forth the outstanding share-based awards and option-based awards held by the directors, other than the NEO's for the financial year ended **December 31, 2012**:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ¹ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
Terry Lyons ²	400,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
Chris Lalor	300,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	150,000	.12	Aug 7, 2014	Nil	Nil	Nil	Nil
	200,000	.19	July 28, 2015	Nil	Nil	Nil	Nil
Rakesh Garach ³	300,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	150,000	.12	Aug 7, 2014	Nil	Nil	Nil	Nil
	200,000	.19	July 28, 2015	Nil	Nil	Nil	Nil
Yunis Shaik	300,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	150,000	.12	Aug 7, 2014	Nil	Nil	Nil	Nil
	200,000	.19	July 28, 2015	Nil	Nil	Nil	Nil
Darryl Levitt ⁴	300,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	75,000	.185	Apr 13, 2015	Nil	Nil	Nil	Nil
	200,000	.19	July 28, 2015	Nil	Nil	Nil	Nil
David Paull ⁴	300,000	.65	Aug 26, 2016	Nil	Nil	Nil	Nil
	200,000	.12	Aug 7, 2014	Nil	Nil	Nil	Nil
	200,000	.19	July 28, 2015	Nil	Nil	Nil	Nil

1 The market price for the Company's common shares on December 31, 2012 was \$0.06. No value has been given to unexercised options that were out-of-the-money on December 31, 2012.

2 Mr. Terry Lyons resigned from the board on February 3, 2014.

3 Mr. Rakesh Garach resigned from the board on September 14, 2014.

4 Mr. Darryl Levitt and Mr. David Paul resigned from the board effective April 1, 2013.

Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by the directors, other than the NEO's for the financial year ended December 31, 2012:

Name	Option-based awards – Value vested during the year ¹ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Terry Lyons ²	Nil	Nil	Nil
Chris Lalor	Nil	Nil	Nil
Rakesh Garach ³	Nil	Nil	Nil
Yunis Shaik	Nil	Nil	Nil
Darryl Levitt ⁴	Nil	Nil	Nil
David Paull ⁴	Nil	Nil	Nil

¹ The amount is based on the number of vested option based awards valued by the grant date fair value of the award using the Black-Scholes pricing model which is the valuation methodology used by the Company in accordance with Section 3870 of the CICA Handbook.

² Mr. Terry Lyons resigned from the board on February 3, 2014.

³ Mr. Rakesh Garach resigned from the board on September 14, 2014.

⁴ Mr. Darryl Levitt and Mr. David Paul resigned from the board effective April 1, 2013.

Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement. The Company also does not have any deferred compensation plans relating to any NEO.

Termination and Change of Control Benefits Termination of Employment, Change in Responsibilities and Employment Contracts

With the resignations of Mr. Townsend and Ms. Gieselman as described herein, as at the date of this Circular, the Company does not have any pension or retirement plan which is applicable to the NEO's. The Company is not party to any compensation plan or arrangement with an NEO resulting from the resignation, retirement or termination of employment of any such person.

As at December 31, 2012, with the exception of the Townsend Contract as described herein below, PAW does not have any compensatory plan, contract or arrangement where any of the NEO's are entitled to receive more than \$100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of PAW or a change in responsibilities following a change of control.

Townsend Contract

The Company entered into a consulting agreement on August 7, 2009, at a monthly rate of AUD\$17,000 per month (AUD\$204,000 per annum) (the "Townsend Contract") On March 1, 2012 the monthly fee was increased to AUD\$27,083 per month (AUD\$325,000 per annum) plus 9% superannuation contribution per annum. Under the terms of the Townsend Contract, on termination of the contract in certain circumstances, Darren Townsend/DJCA Pty Ltd. would receive a termination payment equal to the balance of the fees owing to them where their engagement under the Townsend Contract was to have continued for a period of three years from August 7, 2009. The Townsend Contract expired on August 9, 2012. As Mr. Townsend resigned on January 31, 2014 no termination clauses were applicable.

Minco Contract

On October 9, 2009, the Company entered into a consulting agreement with Minco Corporate Management Inc. to provide services to fulfil the financial and corporate compliance role of Terese Gieselman as Chief Financial Officer and Corporate Secretary (the "Minco Contract") providing for annual compensation of \$39,000 based on a minimum 50 hours per month ("Base Hours") at a rate of \$75 per hour ("Hourly Rate"). Any additional hours over the Base Hours per month are billed at the Hourly Rate. The Minco Contract could be terminated at any time without cause by providing no less than two months notice. There are no Change of Control provisions in the Minco Contract. As Ms Gieselman resigned on March 21, 2014 there were no compensation clauses triggered.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the Board or NEO's of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as at the year ended December 31, 2012, the number of securities authorized for issuance under the Company's Plan which was approved by the shareholders of the Company's at the Company's last annual general meeting held on September 10, 2012:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	7,435,000	\$0.42	5,226,268
Equity compensation plans not approved by security holders	—	—	—
Total	7,435,000	\$0.42	5,226,268

Equity Compensation Plan Information

On September 25, 2014, a 5% Fixed Stock Option Plan (the "Fixed Plan") was approved by the Directors and is subject to final approval by the Exchange. The Fixed Plan replaces the Company's previous 10% rolling plan last ratified and approved by the Company's shareholders on September 10, 2012. The maximum aggregate number of Fixed Plan Shares that may be reserved for issuance under the Plan is 14,756,599 Common Shares of the Company. As at September 25, 2014, 4,800,000 existing Common Shares subject to outstanding Options which were granted prior to the implementation of this Plan and were grandfathered under this Plan. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to this Plan. If any Option is exercised, the number of Optioned Shares in respect of such exercise shall not again be available for the purposes of granting Options pursuant to this Plan. The options are not assignable and may be exercised on a cumulative basis over a maximum period of five years from the date they are granted. At the boards discretion (unless required by Exchange policies) a vesting of 25% on the day of the grant; an additional 25% per quarter thereafter maybe be imposed. The exercise price is the closing price of the Common Shares on the Exchange on the last trading day prior to the grant of the option. The Board may determine the number of Common Shares that may be reserved for issuance under the Plan provided that this number does not exceed 5% of the number of issued and outstanding Common Shares. A copy of the Plan will be available at the Meeting or a copy may be requested (See "Additional Information").

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors or their associates have been indebted to the Company since the beginning of the last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, none of the directors or senior officers of the Company, a proposed management nominee for election as a director of the Company, any Shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons had any material interest, direct or indirect, in any transactions which materially affected the Company or any of its subsidiaries or in any proposed transaction which has or would materially affect the Company or any of its subsidiaries.

INFORMATION ON CORPORATE GOVERNANCE

The Board of the Company has responsibility for the stewardship of the Company. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI-58-101"), the Company is required to disclose its corporate governance practices, as summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently composed of five (5) directors and it is proposed that six (6) directors will be nominated at the meeting.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company.

Of the six (6) existing directors of the Company, Donald O'Sullivan and David Anderson are not considered independent as they are deemed to be Control Persons, Malcolm Carson is not independent because he is deemed to have a material relationship with the Company by virtue of being an officer of the Company, Darren Townsend is not considered independent as he is the Company's former President and CEO. Chris Lalor and Shamin Shaik are considered by the Board to be independent.

Directorships

The following table sets forth the directors of the Company who currently hold directorships on other reporting issuers:

Name of Director	Other Issuer
Malcolm Carson	Compass Gold Corporation (TSX-V)

Orientation and Continuing Education

The Board does not have a formal orientation and education program for new directors. Upon joining the Board, each director is provided with an orientation program regarding the role of the Board, its committees and its directors, and the nature and operation of the Company's current and past business. They are also provided with a copy of the audit committee charter and code of business conduct. The Board encourages directors to participate in continuing education opportunities in order to ensure that the directors may maintain or enhance their skills and abilities as directors, and maintain a current and thorough understanding of the Company's business.

Ethical Business Conduct

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company's size and business operations.

To facilitate meeting this responsibility, the Board seeks to foster maintaining a culture of ethical business conduct and social responsibility as critically important. Management consistently strives to instill the Company's principles into the practices and actions of the Company's management and employees.

Nomination of Directors

The Board considers its size from time to time and annually each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience. The Company does not have a nominating committee; however, these functions are currently performed by the Board. Additionally, each member of the Board, together with the assistance of executive management, assists with identifying new candidates through various means, including representatives of the mineral exploration industry.

New nominees should have a track record in general business management, special expertise in areas of strategic interest to the Company and the ability to devote the time required.

Compensation of Directors and the CEO

The directors decide as a Board the compensation for the Company's officers, based on industry standards and the Company's financial situation. The directors currently do not receive any remuneration for their acting in such capacity.

In establishing fees or salaries for the Company's CEO and other executive officers, consideration is given to salary ranges for comparable positions in similar size companies. Data for such comparisons is obtained from the evaluation of compensation against industry peers including those with a similar market capitalization, in the business of exploring similar minerals in similar jurisdictions, and from reviewing similar other companies' compensation information included in their information circulars. In setting salaries within competitive ranges, the Board considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility, and the potential for future contributions to the Company.

Incentive stock options to certain of the Company's directors may be granted during the fiscal year.

Assessments

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having

in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

Other Board Committees

The Board has no other committees other than the audit committee (the "Audit Committee").

DISCLOSURE BY VENTURE ISSUERS

NI 52-110F2 requires the Company as a 'venture issuer' to disclose annually in its information circular the following information concerning the audit committee and its relationship with its independent auditors.

Audit Committee Charter

The audit committee is governed by its charter, which is set out in the attached Schedule "A" of this Circular.

Composition of the Audit Committee

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of an issuer's board of directors, reasonably interfere with the exercise of a member's independent judgment, or is one of the relationships that is deemed material, which are described above under *Board of Directors*.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Company's Audit Committee for the ensuing year will be comprised of three (3) directors, Christopher Lalor who is Independent, and David Anderson (Non-Independent as currently holds a control position in the Company) and Darren Townsend (Non-Independent as he is the former CEO) the board does not believe this to interfere with Mr. Anderson or Mr. Townsend's ability to exercise their independent judgment. Each member of the Audit Committee is financially literate, as such term is defined in NI 52-110.

Relevant Education and Experience

Christopher Lalor is a lawyer with over 20 years mining and Tantalum industry experience. In his role as Executive Director - Legal and Commercial at Sons of Gwalia, Mr. Lalor was responsible for managing all the commercial and legal matters for the company.

Darren Townsend is a mining engineer with extensive mining and corporate experience. Previously Mr. Townsend worked at De Grey Mining Ltd where he held the position of Managing Director from May 2006 to December 2007. Prior to that he was General Manager of Operations at Sons of Gwalia's (Now Talison's) Wodgina Tantalum operations.

David Anderson has extensive project engineering, plant construction and resource exploration experience in Africa for the past 20 years. He has worked on projects and consulted to prominent South African companies, such as Eskom, Anglo American and De Beers Corp. Mr. Anderson and associated companies jointly have mining interests in Kenya, Namibia and South Africa.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees ¹	Audit Related Fees ²	Tax Fees ³	All Other Fees ⁴
2012	\$60,000	\$7,624	\$5,350	\$6741
2011	\$70,160	\$21,000	\$4,066	\$Nil

¹ The Audit Fees are fees billed by the Company's external auditor for services provided in auditing the annual financial statements.

² Audit Related Fees are fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.

³ Tax Fees are fees billed by the external auditor for tax compliance, tax advice and planning.

⁴ All Other Fees are fees billed by the external auditor for products and services not included in the categories described above.

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Comparative financial information on the Company for the year ended December 31, 2012, together with the auditors' report thereon and management discussion and analysis of the Company will be presented at the Meeting and which can also be accessed at www.sedar.com. Shareholders may request copies of the Company's financial statements and MD&A by contacting the Company at Suite 110 – 2300 Carrington Road, West Kelowna, British Columbia, V4T 2N6.

BOARD APPROVAL

The content and sending of this Circular has been approved by the Company's Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, this 20th day of October, 2014

BY THE ORDER OF THE BOARD OF DIRECTORS

BY THE ORDER OF THE BOARD



Donald F.D. O'Sullivan
President and Chief Executive Officer

SCHEDULE "A"

PACIFIC WILDCAT RESOURCES CORP. (the "Company")

AUDIT COMMITTEE'S CHARTER

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review and approve on behalf of the board of directors, the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements and to review any related-party transactions.