

**WILDCAT EXPLORATION LTD.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**For the Six Months Ended June 30, 2010**



This Management Discussion and Analysis (“MD&A”) is intended to supplement the financial statements and notes of Wildcat Exploration Ltd. (the “Company”) and compares the Company’s results for the second quarter ended June 30, 2010 to the quarter ended June 30, 2009. It is dated as of August 13, 2010. Financial data contained herein has been prepared in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”).

The Company’s public filings, including its most recent unaudited and audited financial statements can be reviewed on the SEDAR website ([www.sedar.com](http://www.sedar.com)).

In this MD&A the following words are used interchangeably with the corresponding abbreviations: Gold (“Au”), Silver (“Ag”), Copper (“Cu”), Zinc (“Zn”), Lead (“Pb”), Platinum (“Pt”) and Palladium (“Pd”), Platinum Group Elements (“PGE”), Induced Polarization (“IP”), Electromagnetic (“EM”), Magnetic (“Mag”), Volcanogenic Massive Sulphide (“VMS”), Very Low Frequency Electromagnetic (“VLF”), Digital Helicopter Borne Electromagnetic (“DIGHEM”).

## **FORWARD-LOOKING STATEMENTS**

This report may contain forward-looking statements that involve a number of known and unknown risks and uncertainties including statements regarding the outlook of the Company’s business and results of operations. By their nature, these risks and uncertainties could cause actual results, performance and achievements of the Company to differ materially from those indicated. Such factors include, without limitation, risks inherent in mineral exploration, the Company’s history of operating losses and uncertainty of future profitability, uncertainty of access to additional capital, and environmental risks. Readers should not place undue reliance on these forward-looking statements which speak only as of the date the statements were made, and are also advised to consider such forward looking statements while considering the risks set forth below.

Wildcat Exploration Ltd. disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as is required by applicable securities regulations.

## **OVERVIEW**

Wildcat Exploration Ltd. is a mineral exploration company with its head office located in Winnipeg, Manitoba. The Company focuses on the acquisition, exploration and development of mining properties.

Current exploration activities concentrate on the Company’s properties in the provinces of Manitoba and Saskatchewan, Canada.

In Manitoba, in the Rice Lake greenstone belt, the Company controls more than 23,000 hectares in six claim blocks: the Jeep property, the Poundmaker property, the Mike Power property, the Siderock property, the Garner Lake property and the Mable Lake (Ramrod) property. The Rice Lake greenstone belt is located 250 kilometers northeast from the provincial capital city of Winnipeg. Historically, it is the most significant lode-gold district in Manitoba with production of 1.77 million ounces of gold from several past-producing mines, including 1.46 million ounces from the Rice Lake Gold Mine (formerly known as the San Antonio Mine) at the town of Bissett, Manitoba. In recent years this mine has re-opened.

The second project area in Manitoba is in the Flin Flon - Snow Lake mining district where the Company’s Reed Lake project, totaling 6,050 hectares, is located 35 kilometers south west of Snow Lake.

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In Saskatchewan, the Company is focused on advancing the Foster River zinc-lead project, 120 km northwest of the town of La Ronge. The property is comprised of a total of 8,090 hectares. Results achieved to date are confirming the potential for a Broken Hill type zinc-lead-silver mineralized environment.

## CORPORATE ACTIVITIES

In May, 2010 the Company expanded its Reed Lake property in the Flin Flon-Snow Lake greenstone belt by staking 11 claims which had become available along the east boundary of the property. Work programs on the property were interrupted by nearby forest fires and prospecting on the new claims was deferred to later in the year.

At the Annual General Meeting of shareholders on June 3, 2010 Edward Yarrow was elected to the board of the Company. Mr. Yarrow brings expertise in gold and base metals exploration gained from more than 35 years in the industry. He recently retired from Anglo American plc where he was V.P. Exploration with responsibility for North America and Europe.

In July, 2010 the Company closed a private placement of units to raise \$250,000. Each unit was comprised of one flow through common share of the Company and one-half of one warrant, with each full warrant exercisable to purchase one common share of the Company for \$0.14 for 18 months following closing.

## RESULTS OF OPERATIONS

The following table sets forth selected financial statement balances for, and as at, the end of the second quarters for both 2010 and 2009. This information should be read in conjunction with the quarterly unaudited financial statements of Wildcat.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Loss from Operations	\$216,375	\$178,387	\$536,166	\$422,595
Net Loss and Comprehensive Loss	207,383	177,373	528,387	416,682
Loss per share	0.01	0.01	0.01	0.01
Net Increase in Resource Properties	184,078	19,227	439,325	47,518
Investor Relations	53,508	28,212	103,809	57,580
Management and Office Salaries and Consulting Fees	84,756	58,407	174,546	128,416

Exploration activities and expenditures are discussed in a separate section of this Management Discussion and Analysis.

The increase in Investor Relations, Management and Office Salaries and Consulting Fees were a result of the reinstatement of employees' salaries and programs that were affected by the cost reduction program initiated by management in December 2008.

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**SUMMARY OF QUARTERLY RESULTS**

The following table sets out summarized quarterly results for the Company for each of the eight most recently completed quarters. This financial data has been prepared in accordance with Canadian generally accepted accounting principles. All amounts are shown in Canadian dollars.

	June 30, 2010	Mar 31, 2010	Dec 31, 2009	Sept 30, 2009	June 30, 2009	Mar 31, 2009	Dec 31, 2008	Sept 30, 2008
Net Loss and Comprehensive Loss for the quarter	\$207,383	\$321,004	\$176,235	\$352,800	\$177,373	\$239,308	\$465,516	\$268,552
Diluted loss per share	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01

**LIQUIDITY AND CAPITAL RESOURCES**

At the end of June, 2010 the Company had \$840,000 in cash and restricted cash. General funds on hand were \$598,000 compared to \$222,000 at the end of June, 2009. The Company had \$241,000 in restricted cash on hand at June 30, 2010 compared to \$431,000 as at June 30, 2009. Restricted cash is raised through the issue of flow-through shares and is available to finance specified Canadian exploration activities.

Net cash outflows for the first six months were \$254,000 as compared to \$128,000 in the same period in 2009. Remuneration of most employees was restored to normal levels in the fourth quarter of 2009 following the end of the work-sharing agreement. The related increase in costs was offset by reductions in legal costs with the settlement of outstanding litigation and working capital changes. The Company's exploration programs to the end of the second quarter of 2010 reflected higher activity levels than in 2009, and net incurred costs were \$439,000 (gross expenditure of \$665,000 before option payments and government grants received and before impairments). In the first six months of 2009 the net cost was \$48,000 (gross expenditure of \$152,000 before option payments, grants and impairments). During the first six months of 2010, the Company did not raise funds from the issuance of shares, as compared to \$665,000 raised in the same period of 2009.

The ability of the Company to fund its exploration projects is dependant upon its ability to obtain sufficient funding for its operations and is ultimately dependant on the recoverability of the amounts capitalized to mineral exploration properties. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. Because the Company is not yet a producer, the primary source of future funds is through the sale of additional equity capital. There is no assurance that the Company will be successful in raising sufficient capital to meet its obligations. If the Company is not successful in raising sufficient capital, the Company may have to curtail or otherwise limit its operations. From time to time the Company works to raise additional capital through private placements and other forms of equity financing.

**RELATED PARTY TRANSACTIONS**

During the first six months of 2010, professional services provided by directors and their related parties amounted to \$34,440 (the first six months of 2009 amounted to \$32,175).

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In the first six months of 2009, the Company charged and was paid \$4,000 for services provided to a company of which the Chief Executive Officer is a director. No amounts were charged during the first six months of 2010.

## **OUTSTANDING SHARE DATA**

The number of common shares outstanding, as at the date hereof, is 91,647,504; at June 30, 2010 and December 31, 2010 the number of outstanding shares was 88,076,076. As at June 30, 2009, the number of outstanding shares was 76,742,743.

## **SUBSEQUENT EVENTS**

The Company completed a private placement financing on August 4, 2010. Gross proceeds of \$250,000 were raised by the issuance of 3,571,428 flow through common shares and 1,785,714 warrants to acquire non-flow common shares at an exercise price of \$0.14 within 18 months after the close date.

On July 26, 2010, the Board of Directors approved the granting of 2 million incentive stock options to certain directors, officers, employees and consultants of the Company under its stock option plan. The options are exercisable for a five year period at an exercise price of \$0.10 per share, with one half of the options vesting immediately and one half vesting on the first anniversary of the grant date.

## **EXPLORATION ACTIVITIES**

Wildcat's exploration programs are carried out under the supervision of Thomas D. Lewis B.Sc., P.Eng. and Peter Theyer. Ph.D., P.Geo., who both reviewed and verified the technical content of this MD&A and qualify under the definition of a "Qualified Person" as set out in the National Instrument 43-101.

Wildcat is focusing its exploration activities in the provinces of Manitoba and Saskatchewan. In Manitoba two areas are being examined - the Rice Lake and the Flin Flon - Snow Lake Greenstone Belts. In the Rice Lake greenstone belt, Wildcat is evaluating the Jeep, Mike Power, Siderock and Garner Lake properties for their gold and copper-nickel-PGE potential. In the Flin Flon Snow Lake greenstone belt, the Reed Lake property is being targeted for its potential to host copper, zinc, nickel, , platinum, palladium, and lead mineralization.

In Saskatchewan the Company is exploring the Foster River property for its base metal (zinc and lead) potential.

### **Manitoba Properties – Rice Lake Greenstone Belt**

#### ***Jeep Property***

#### **Property Description**

The Jeep property comprises 26 contiguous unpatented mining claims totaling 4,016 hectares on which Wildcat holds 100% of the mineral rights. The property is located approximately 14 km east of San Gold's Rice Lake mine in the town of Bissett, with its southern boundary partially defined by Provincial Highway 304. The property is underlain by two distinct geological domains: 1) in the north, the "Jeep Gabbro" and

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granitoids of the Wanipigow River Plutonic Complex, and 2) in the south, a narrow east-trending extension of the Little Beaver Belt, consisting of mafic and felsic volcanic rocks and minor iron formation and mafic and felsic intrusions. The Jeep Gabbro is a multi-phased intrusion composed of mafic to intermediate intrusive rocks and, in places, partially assimilated xenolithic rocks. The Jeep Gabbro contains structurally controlled gold mineralization hosted in quartz veins. Past production from the former Jeep Mine amounted to approximately 14,110 ounces of gold. The property also has a demonstrated potential for PGE mineralization.

**Activities in 2010**

The following table sets forth a comparison of resource property costs at the Jeep property for the quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	3,916,926	\$3,272,830	3,916,926	\$ 3,272,830
Total acquisition and exploration costs incurred	3,349	41,549	438,197	54,127
Material components of costs incurred include:				
Claims Maintenance		96	48	132
Salaries	17,097	22,464	98,972	34,225
Fieldwork	17,655	18,989	110,299	24,501
Drilling			255,032	
MEAP	(31,403)		(26,154)	(4,731)

**Planned Activities**

Wildcat interpreted the results of the first quarter of 2010 drilling campaign. Wildcat plans to follow up these results with additional structural studies to identify new drill targets.

***Poundmaker Property***

**Property Description**

The Poundmaker property comprises 72 contiguous claims covering 12,176 hectares in the Saxton Lake area of the Rice Lake greenstone belt, west of Bissett, Manitoba in which Wildcat holds a 100% interest.

**Activities in 2010**

The following table sets forth a comparison of resource property costs at the Poundmaker property for the quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$1,921,760	\$2,120,721	\$1,921,760	\$2,120,721

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Total acquisition and exploration costs incurred	397	1,879	(199,196)	(97,750)
Material components of costs incurred include:				
Claims Maintenance/Acquisition Costs	324	651	564	1,074
Salaries	73	1,228	180	1,272
Fieldwork				(96)
Recovery/Options			(199,940)	(100,000)

In February, 2008 the Company granted an option, amended in February, 2009 and further amended in February, 2010, to StrikePoint Gold Inc. (StrikePoint) to acquire a portion of the claims that comprised the Poundmaker property. The optioned property consisted of 72 claims covering 12,176 hectares, approximately 10 km northwest of the San Gold's Rice Lake Gold Mine. Wildcat retained the remaining 26 claims located in the southeast quadrant, now known as the Mike Power Project area.

**Planned Activities**

Exploration work pursuant to the optionee's work obligation under the Poundmaker option agreement is under the direction of the optionee, StrikePoint contracted Apex Geoscience Ltd. in 2009 to execute their mineral exploration programs. Among the agreed terms, on or before April 30, 2010 StrikePoint is required to conduct \$500,000 of exploration work on the optioned property, and on or before March 1, 2011 StrikePoint is required to conduct a further \$1.5 million of exploration work on the optioned property. The Company has been informed by StrikePoint that it has conducted exploration work on the property, including a program of 1,600 m in 14 diamond drill holes in the Rio Zone, and that it has satisfied the April 30, 2010 expenditure requirement. The drill program was focused on identifying local structure and gold-bearing veins. A total of 550 samples were taken and at the time of this MD&A assay results have not been released by Strikepoint..

***Mike Power Property***

**Property Description**

The eastern boundary of the Mike Power property, which comprises 26 contiguous claims covering 3,398 hectares, is located approximately 3.5 km northwest of the Rice Lake Gold Mine in the town of Bissett. The property straddles the Gold Creek shear zone and consists of mafic to intermediate tuffs, volcanoclastic rocks and minor amounts of sediments.

**Current Activities**

In May 2010, Wildcat contracted Geo Data Solutions (GDS) to conduct an airborne geophysical survey over the southeastern portion of the claim group. This survey completed the magnetic and EM coverage for the property. In July, the Company's geologists completed detailed mapping to identify shear zones, quartz veins and associated alteration zones often associated with gold mineralization.

**Activities in 2010**

The following table sets forth a comparison of resource property costs at the Mike Power property for the quarters ended June 30, 2010 and 2009.

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	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$1,070,535	\$1,066,106	\$1,070,535	\$1,066,106
Total acquisition and exploration costs incurred	20,533	(359)	20,933	1,929
Material components of costs incurred include:				
Salaries	6,663	(359)	7,063	1,144
Fieldwork	245		245	785
Geophysics	13,625		13,625	

### Planned Activities

In 2010, all previous exploration work was compiled in preparation for this summer's field activities. Gold mineralization in the Rice Lake greenstone belt is structurally controlled, and hosted in various stratigraphic units. To follow up and prepare the area for subsequent drilling, a geological mapping program and an airborne magnetic and electromagnetic survey are planned to assist with identification of drilling targets

### Siderock Property

#### Property Description

The Company holds a 100% interest in the Siderock property, encompassing 25 claims covering 4,249 hectares approximately 28 km east of the Rice Lake Gold Mine in the town of Bissett. The northern part of the property is underlain by rocks of the "Balmer Ball lithological assemblage" which are known to be part of the stratigraphy of the prolific Red Lake gold camp. The dominant geologic features of this property are a prominent shear zone that is an offshoot of the main Wanipigow shear and the occurrence of extensive iron formations. This geological setting is considered to be a favourable gold hosting environment. In addition, the occurrence of sulphide-bearing volcanic sequences indicates the potential for VMS type copper-zinc mineralization.

#### Activities in 2010

The following table sets forth a comparison of resource property costs at the Siderock property for the quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$928,557	\$938,407	\$928,557	\$938,407
Total acquisition and exploration costs incurred	2,214	7,295	2,614	9,850
Material components of costs incurred include:				
Acquisition Costs/ Claims Maintenance	24		24	
Salaries	2,190	7,176	2,590	9,731
Fieldwork		119		119

### Planned Activities

A compilation of all relevant geological information pertaining to this property has been prepared. Field work will concentrate on the gold and copper-zinc potential of the area.

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**Garner Property**

**Property Description**

The Garner property is comprised of 12 claims covering 2,285 hectares located approximately 33 km southeast of Bissett between Provincial Road 304 and the Ontario border, in which the Company holds a 100% interest. The west half of the property contains a section of the Beresford Lake shear zone along which the Company has obtained gold concentrations of up to 150 g/t from chip samples.

Within the Garner Lake property, three gold occurrences, hosted within quartz-carbonate veins, were discovered by Wildcat: Marlin, Swordfish and an unnamed occurrence. All of these occur on a 500 metre long structure. The gold mineralization, hosted within quartz-carbonate veins, is open along strike to the north and south. Gold concentrations of up to 153 g/tonne were found in grab samples along this structure.

Significant gold mineralization occurs in the southwestern corner of the property. This showing comprises an area of anomalous gold and arsenic concentrations.

The property has potential for Kambalda type nickel-copper mineralization.

**Activities in 2010**

Recent investigations identified the potential for gold in sulphidized iron formation and shear zone hosted sulphides. Assays from surface samples are pending.

In May 2010, Wildcat commissioned GDS to conduct an airborne magnetic and EM survey. This survey has been used to guide the recently completed field mapping and sampling program

The following table sets forth a comparison of resource property costs at the Garner property for the quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$300,345	\$268,558	\$300,345	\$268,558
Total acquisition and exploration costs incurred	22,426	3,258	31,090	25,295
Material components of costs incurred include:				
Claims Maintenance/Acquisition Costs	2,273	168	7,572	216
Salaries	6,178	2,049	9,543	8,656
Fieldwork	350	1,042	350	16,423
Geophysics	13,625		13,625	

**Planned Activities**

Wildcat will continue to evaluating this property based on the geology and results of this summer's programs.

**Mable Lake (Ramrod) Property**

**Property Description**

The 100% wholly owned Mable Lake property consists of two claims totaling 325 hectares located approximately 25 km southeast of Bissett, Manitoba. The property is underlain by the Neo to Mesoproterozoic Bidou Lake Subgroup, consisting of mafic to felsic volcanic rocks, sedimentary rocks and gabbroic intrusions.

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The dominant structure affecting the area is the northeast trending Beresford Lake shear zone. This shear crosscuts the north-eastern corner of the claims and is host to numerous quartz veins.

**Activities in 2010**

The following table sets forth a comparison of resource property costs at the Mable Lake (Ramrod) property for the quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Total acquisition and exploration costs incurred	\$0	\$0	\$0	\$0

**Planned Activities**

Wildcat will consider offering this property for option on the basis of positive features including:

- a) Proximity to a major shear zone that may be a conduit for mineralization;
- b) Large number of quartz veins on the property, most of which have not been sampled and analyzed for gold; and
- c) Proximity to historical gold mine workings.

**Flin Flon - Snow Lake Greenstone Belt**

***Reed Lake Property***

**Property Description**

The Reed Lake property is comprised of 32 claims covering 6,051 hectares located along the entire west side of Reed Lake. Fourteen of these claims are subject to a 3% net smelter royalty.

The Reed Lake property is underlain by three distinct geological environments:

- a) felsic to intermediate volcanic rocks prospective for copper zinc volcanogenic massive sulphide zones;
- b) layered mafic ultramafic intrusive complex prospective for copper, nickel, and PGE; and
- c) a massive mafic ultramafic rock suite, with outcrops characterized by malachite (copper carbonate) staining.

The northern third of the property was surveyed with a helicopter-borne EM and magnetics system which highlighted two conductive northeast-trending elongated zones characterized by conductive and magnetic anomalies. These survey results, coupled with adjoining discovery successes (Cream Minerals Ltd.: 20.93 m of 1.3% Ni; 2.27% Cu; July 19, 2007) and (Rockcliff Resources Inc.: 5.49 metres: 2.14% Cu; 2.08% Zn; December 19, 2007), indicate the potential for further base metal discoveries.

The Reed Lake intrusion, in the southern part of the property, is a differentiated, layered intrusion of tholeiitic composition with potential for Ni-Cu and PGE mineralization.

**Activities in 2010**

In May 2010, Wildcat increased its holdings in the Reed Lake area by staking 11 contiguous claims totaling 1,995 ha. In addition, Wildcat crews conducted surface geological mapping and prospecting coupled with

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ground magnetic surveys. These programs identified two target areas warranting further follow up work. Assays from surface samples have not been received.

The following table sets forth a comparison of resource property costs at the Reed Lake property for the years quarters ended June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$459,570	\$346,075	\$459,570	\$346,075
Total acquisition and exploration costs incurred	115,177	3,416	117,660	4,121
Material components of costs incurred include:				
Claims Maintenance/Acquisition Costs	14,182	97	14,182	121
Salaries	56,058	3,319	58,541	10,764
Fieldwork	27,974		27,974	128
Geophysics	16,963		16,963	
MEAP				(6,892)

#### **Planned Activities**

Geological and structural mapping, and geophysical surveys in preparation are planned. The objective of these surveys is to generate Cu-Zn and/or Ni-Cu-PGE drill targets for 2011.

#### ***Iskwasum Property***

##### **Property Description**

During 2009 the Company did not renew the claims comprising the Iskwasum property, and as a result wrote off its investment on this property.

##### **Activities in 2010**

The following table sets forth a comparison of resource property costs at the Iskwasum property for the quarters June 30, 2010 and 2009.

	Three months ended		Six months ended	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
Capitalized exploration and development costs	\$0	\$102,688	\$0	\$102,688
Total acquisition and exploration costs incurred	\$0	(46,788)	\$0	14,784
Material components of costs incurred include:				
Claims Maintenance/Acquisition Costs		(58,623)		(58,623)
Salaries		10,549		15,990
Fieldwork				64
Geophysics		1,287		57,353

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**Saskatchewan Property**

***Foster River Property***

**Property Description**

Wildcat holds a 100% interest in the Foster River zinc-lead property in Northern Saskatchewan, located approximately 120 km north of the town of La Ronge. The property consists of three claims (8,089 ha) which are subject to a 2% net smelter royalty.

Multiple lines of evidence including age, metamorphic grade, lithologies of accompanying rocks and the presence of minerals characteristic of the SEDEX (sedimentary exhalative) type of Zn-Pb deposits, highlight compelling parallels between the Foster River Zn-Pb mineralization and that of the Broken Hill type Zn-Pb orebodies in Western Australia and elsewhere in the world. Broken Hill itself is a large deposit containing approximately 300 million tonnes of ore grading in excess of 15% combined Zn and Pb.

**Activities in 2010**

The following table sets forth a comparison of resource property costs at the Foster River property for the quarters ended June 30, 2010 and 2009.

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30 2010</b>	<b>June 30 2009</b>	<b>June 30 2010</b>	<b>June 30 2009</b>
Capitalized exploration and development costs	\$1,673,612	\$1,633,529	\$1,673,612	\$1,633,529
Total acquisition and exploration costs incurred	19,982	18,143	28,027	35,162
Material components of costs incurred include:				
Claims Maintenance/Acquisition Costs	25		25	
Salaries	19,957	11,085	27,910	22,082
Fieldwork		7,057	92	13,080

**Planned Activities**

The economic potential of the Foster River mineralized layers is dependent on the discovery of structurally thickened zones. It has been demonstrated that some of these zones are associated with fold closures and repetitions. Wildcat plans to re-visit the property this summer to familiarize new staff with the mineralized zones and to evaluate potential for the future.

**Other Exploration Activities**

The Company evaluates properties for possible investment on a continuing basis. No reportable transactions were completed during the reporting period in 2010

**FUTURE ACCOUNTING CHANGES**

**International Financial Reporting Standards (“IFRS”)**

In February 2008, the CICA Accounting Standards Board (“AcSB”) confirmed that the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The eventual changeover to IFRS represents changes due to new accounting standards. The transition from current Canadian GAAP

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to IFRS is a significant undertaking that may materially affect the Company's reported financial position and results of operations.

The Company is assessing the potential impacts of this changeover and is developing its IFRS changeover plan, which includes project structure and governance, resourcing and training, analysis of key GAAP differences and a phased assessment of accounting policies under IFRS as well as potential IFRS 1 exemptions. Please refer to the separate discussion below regarding the Company's implementation plan.

### **Business Combinations**

In January 2009, the CICA issued Section 1582, "Business Combinations," which will replace Section 1581 of the same title, and issued Sections 1601 "Consolidated Financial Statements" and 1602 "Non-Controlling Interests". These standards will harmonize Canadian GAAP with International Financial Reporting Standards ("IFRS"). The amendments establish principles and requirements for determining how an enterprise recognizes and measures the fair value of certain assets and liabilities acquired in a business combination, including non-controlling interests, contingent consideration and certain acquired contingencies. The amendments also require that acquisition-related transaction expenses and restructuring costs be expensed as incurred rather than capitalized as a component of the business combination. These amendments are effective for business combinations with an acquisition date on or after January 1, 2011 and early adoption is permitted. The impact of implementing these amendments on the Company's financial statements is currently being assessed.

### **INTERNATIONAL FINANCIAL REPORTING STANDARDS IMPLEMENTATION**

In February 2008, the Canadian Accounting Standards Board confirmed that IFRS will replace Canadian GAAP for publicly accountable enterprises for fiscal years beginning on and after January 1, 2011. As a result of this announcement, the Company is planning and preparing for the coming changes in financial reporting requirements.

IFRS are based upon a conceptual framework similar to Canadian GAAP; however, significant differences exist in certain areas of recognition, measurement and disclosure.

The Company has commenced the process of transitioning from Canadian GAAP to IFRS. Members of management have attended professional development courses to ensure they are aware of the changes that will be required.

Management is continuing to update their knowledge and understanding of IFRS guidelines as they become available from the International Accounting Standards Board. Management recognizes that the changeover to IFRS has complex implications on accounting, information and business systems, and that there are many specialized aspects to IFRS. Consequently, the Company has engaged The Exchange Chartered Accountants LLP as advisors, to provide training and education, and to advise and assist with identifying accounting treatment differences between IFRS and Canadian GAAP.

The Company's implementation of IFRS consists of three primary phases as follows:

- (a) **Scoping and diagnostics**  
This phase involves performing a high-level impact assessment to identify and rank key areas that may be affected by the transition to IFRS.
- (b) **Impact analysis, evaluation and design**

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This phase involves the identification of all the major components of the IFRS conversion plan and the preparation of a timeline for completion of each of those components. It includes the specification of changes to existing accounting policies, information systems and business processes that are required. In addition, the Company will analyze policy alternatives allowed under IFRS. This analysis will include an evaluation of the transitional provisions of IFRS 1 – First-time Adoption of IFRS and the development of draft IFRS financial statement content.

(c) **Implementation and review**

This phase includes execution of changes to information systems and business processes, and selecting and obtaining formal approval of recommended accounting policy changes. Further training for the Company's finance and other staff will be completed as necessary. Management will closely monitor exposure drafts issued by the International Accounting Standards Board ("IASB"), the International Financial Reporting Interpretation Committee and other standard setters on an ongoing basis to ensure adoption of any relevant updates to standards during the period of transition to IFRS. This phase will culminate in the collection of the financial information necessary to compile IFRS-compliant financial statements, the absorption of IFRS within all relevant business processes and Audit Committee approval of IFRS financial statements.

Although the Company has not yet determined the full effects of adopting IFRS, key areas where significant changes in accounting policies are required or are being considered are as follows:

**IAS 12 – Income Taxes**

The adoption of IAS 12 will change the measurement of some income tax amounts and require more extensive disclosure than under Canadian GAAP. The IASB is in the process of reviewing this area and a significantly revised standard is expected to be released prior to 2011, so the analysis of current differences between Canadian GAAP and IAS 12 is considered to be of limited relevance.

**IAS 1 – Presentation of Financial Statements**

IAS 1 requires a separate statement of retained earnings. It presents the option of presenting assets and liabilities in order of decreasing liquidity if this results in more meaningful presentation than grouping into current and non-current classifications. It allows for expense classification by nature or function, whichever is more relevant. Under IAS 1 the direct method is preferred for the disclosure of cash flow from operating activities. IAS 1 requires significantly more financial statement disclosures regarding the basis for measurements and judgements than does current Canadian GAAP. Some differences exist in financial reporting terminology between IFRS and Canadian GAAP. As a result of all of these differences, the presentation of the Company's financial statements under IFRS is expected to differ from the presentation of financial statements under current Canadian GAAP.

**IFRS 1 – First-time Adoption of IFRS**

This standard provides the framework for the first time adoption of IFRS. Certain one-time, optional and mandatory exemptions from full retrospective application of IFRS standards exist and are outlined within this standard. The IFRS 1 exemptions that are considered to be the most relevant to the Company are as follows:

**Fair Value or Deemed Cost**

IAS 16 stipulates the elements of costs that are included as part of the cost of property, plant and equipment. It also prescribes significant stratification of each component of property, plant and equipment for amortization purposes. One option under IFRS 1 is to recalculate original cost and amortization terms previously determined under Canadian GAAP retrospectively in accordance with IAS 16.

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Alternatively, companies can adopt a fair-value method for any elements of property, plant and equipment at their discretion and designate fair value as deemed cost under IFRS 1.

The Company has determined that property, plant and equipment will continue to be held at original cost and that the option to adopt the fair-value method will not be utilized. As a result, the changes required to transition property, plant and equipment from Canadian GAAP over to IFRS are anticipated to be minimal.

**Share-based Payment Transactions**

For equity-settled share-based payment transactions, IFRS 1 provides for exemption from retrospective application of IFRS 2 (Share-based Payments) for previously issued equity instruments that are fully vested prior to the date of transition. IFRS 1 only allows retrospective application of IFRS 2 if the fair value of these vested equity instruments at the IFRS 2 measurement date (generally the grant date) has been previously disclosed. The Company has evaluated the application of IFRS 2 retrospectively to this category of previously issued stock options, and has determined to utilize the exemption from retrospective application.

For cash-settled share-based payment transactions, IFRS 1 allows for the exemption from retrospective application of IFRS 2 for liabilities arising from share-based payment transactions that were settled before the date of transition to IFRS. The Company has not entered into any cash-settled share-based payment transactions. Therefore there will not be any effect on the Company's financial statements.

**Financial Instruments**

The objective of IAS 32 – Financial Instruments: Presentation, IAS 39 – Financial Instruments: Recognition and Measurement, and IFRS 7 - Financial Instruments: Disclosures, is to establish principles for recognizing, measuring and presenting financial instruments as assets, liabilities or equity and for offsetting financial assets and liabilities.

In accordance with these standards, the issuer of a financial instrument is to classify the instrument or its component parts upon initial recognition as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument within this section. A financial instrument is defined in IAS 32 as any contract that gives rise to a financial asset of an entity and a financial liability or equity instrument of another party.

Canadian GAAP has substantially transitioned over to these standards. Therefore, the Company has already begun reporting under the above noted sections and will require minimal changes to convert once full IFRS is effective.

**Impairment of Resource Properties**

The Company tests its resource properties for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Under GAAP, the Company first tests for recoverability by comparing the carrying value of each resource property to the undiscounted future cash flows from the property. Under IFRS the Company must compare the carrying amount to the higher of the fair value (less costs to sell) of the property and its value in use. Fair value is computed using discounted future cash flows. The anticipated change in accounting policy relating to impairment testing is not expected to have an impact on the Company's opening financial position at January 1, 2010, the date of the first comparative numbers to be prepared when IFRS comes into effect on January 1, 2011.

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**Timing and Implementation of International Financial Reporting Standards**

The CICA Accounting Standards (“AcSB”) confirmed that January 1, 2011 will be the effective date for complete convergence of current GAAP to International Reporting Standards (“IFRS”). Therefore, the Company will be required to report using the converged standards for its interim and annual financial statements in 2011. As a result, the 2010 comparative figures must also comply with the new standards. The eventual changeover to IFRS represents a change to new accounting standards and is a significant undertaking that may materially affect the Company’s reported financial position and results of operations. The Company is assessing the effect of the planned convergence; however, the effect on the future financial position and results of operations is not reasonably determinable or estimable at this time. The following are the key elements and timing of the Company’s IFRS change over plan:

<b>Key Activity</b>	<b>Timing</b>	<b>Current Status</b>
<b>FINANCIAL REPORTING</b>		
Identify differences in Canadian GAAP and IFRS and effect on current accounting policies	Assessment was completed. Any new changes to IFRS will be assessed as they become available.	Significant differences and accounting policy choices have been identified; accounting policy choices have been made. On-going changes as determined by AcSB will be analyzed on an as-needed basis
Determine which IFRS 1 exemptions will be relied upon	Assessment was completed. Any new changes to IFRS will be assessed as they become available.	Exemptions relevant to Wildcat identified. Alternatives have been assessed and choices have been noted above. On-going changes as determined by AcSB will be analyzed on an as-needed basis
Prepare accounting policies in accordance with IFRS	To be completed by Q4 2010	Assessment of IFRS exemptions has been made. Initial assessment of available of current available choices have been reviewed and new assessments of policy choices will be determined as they become available.
Create financial statements in accordance with IFRS	To be completed by Q4 2010	Not yet started
Quantify effects of adopting IFRS	To be completed by Q4 2010 for preparing IFRS 1 disclosures and 2010 comparative figures	Not yet started
<b>INFORMATION SYSTEMS</b>		
Determine whether any process changes are required	Analysis complete	Analysis of accounting policies has been determined. Primary changes will result from changes to option pricing

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		model calculations. Staff is currently in training on how to perform these calculations. No new software purchases will be required to perform these calculations
Determine if software is IFRS compliant; identify any upgrades, changes or additions required	Analysis complete	No additional software requirements have been identified
Assess whether any changes to the general ledger are required	Analysis complete	Changes to the general ledger have been determined as minimal.
Prepare first time adoption reconciliations required for IFRS 1	To be completed by Q4 2010	Not yet started
<b>BUSINESS ACTIVITIES</b>		
Assess effect on financial covenants	To be completed by Q4 2010 in conjunction with quantification of the effects of the changeover to IFRS	Analysis underway in conjunction with work on accounting policies
Assess effect on budgeting and planning process	To be completed by Q4 2010	Not yet started
Assess effect on compensation plans	To be completed by Q4 2010	Analysis underway in conjunction with work on accounting policies
Assess needs for IFRS related training	Certain elements were completed in Q1 2010 to facilitate parallel processing, remainder by Q3 2010	Staff is currently being trained in how to calculate option pricing under IFRS. This training will be complete by Q3 2010 in order to facilitate the required changes in the Q1 2011 financial statements
<b>CONTROL ENVIRONMENT</b>		
Determine whether any changes required to internal controls over financial reporting for all accounting policy changes	Analysis complete	Analysis has determined only minimal changes are required
Determine whether any changes required to disclosure controls and procedures for all accounting policy changes	Analysis complete	Analysis has determined only minimal changes are required

The Company's assessment to date of the implications of implementing IFRS has not revealed any requirements to significantly alter current information technology and data systems.

The Company will review, and enhance where necessary, internal controls over financial reporting to ensure that those controls accommodate the increased rigor of financial reporting and disclosure within an IFRS environment.

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Ongoing disclosure of the specifics of accounting policy changes and the preparations for the changeover to IFRS will be made in accordance with the Canadian Securities Administration (“CSA”) Staff Notice: 52-320 – Disclosure of Expected Changes in Accounting Policies Related to Changeover to International Financial Reporting Standards. External communication of the progress made on the IFRS implementation plan and the expected changes to the Company’s financial reporting and disclosure will be evaluated and screened by the Company in consultation with its advisors and its auditors.

The changeover to IFRS is not expected to have a significant effect on the Company’s ongoing business activities. Foreign exchange hedging, compliance with debt covenants, capital requirements and compensation arrangements are not expected to be materially affected.

## **CONTROLS AND PROCEDURES**

Management has established processes, which are in place, to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the audited financial statements and that (ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of, and for the periods presented by, the audited financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers’ Annual and Interim Filings (“NI 52-109”), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing a Venture Issuer Basic Certificate do not make any representations relating to establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) A process to provide reasonable assurance regarding the reliability for external purposes in accordance with the issuer’s GAAP.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of the Company to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided securities legislation.

## **RISK FACTORS**

The mineral industry involves significant risks. In addition to the risk factors described elsewhere in this MD&A, the risk factors that should be taken into account in considering the Company’s business include, but

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are not limited to, those set out below. Any one or more of these risks could have a material adverse effect on the future prospects of the Company and the value of its securities.

### **Current Global Financial Condition**

Current global financial conditions have been subject to increased volatility and turmoil. Access to financing has been negatively impacted by the liquidity crisis affecting credit markets generally. These factors may affect Wildcat's ability to obtain equity financing in the future or, if obtained, to do so on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, Wildcat's operations as well as the trading price of its common shares could continue to be adversely affected.

### **Industry and Mineral Exploration Risk**

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, the Company's projects do not contain any proven or probable reserves. Success in establishing reserves is a result of a number of factors, including the quality of the project itself. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Because of these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves.

The Company may be subject to risks which could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry related risks. The Company attempts to balance these risks through insurance programs where required and ongoing risk assessments conducted by its technical team.

### **Commodity Prices**

The Company is in the business of exploring for base and precious metals, the market prices of which can fluctuate widely. Metal prices ultimately depend on demand in the end markets for which metals are used. Demand is affected by numerous factors beyond the Company's control, including the overall state of the economy, general level of industrial production, interest rates, the rate of inflation, and the stability of exchange rates, any of which can cause significant fluctuations in metals prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of metals has fluctuated widely in recent years and there are no assurances as to what will be the future prices of base and precious metals. In the course of its current operations, the Company does not enter into price hedging programs.

### **Environmental**

Exploration projects and operations are subject to the environmental laws and applicable regulations of the jurisdiction in which the Company operates. Environmental standards continue to evolve and the trend is to a longer, more complete and rigid process. The Company reviews environmental matters on an ongoing basis. If and when appropriate, the Company will make appropriate provisions in its financial statements for any potential environmental liability.

### **Reliance upon Key Personnel**

The Company is dependent upon a number of key management and operational personnel, including the services of certain key employees. Its ability to manage activities, and hence its success, will depend in large part on the efforts of these individuals. During times when metals prices are strong, the Company faces intense competition for qualified personnel, and there can be no assurance that we will be able to attract and

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retain such personnel at any time. Wildcat does not maintain “key person” life insurance. Accordingly, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company.

### **Insurance**

The Company’s insurance will not cover all the potential risks associated with our operations. In addition, although certain risks are insurable, it might be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to Wildcat or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### **Requirements to Obtain Government Permits**

Government approvals and permits are currently required in connection with Wildcat’s exploration activities, and further approvals and permits may be required in the future. The duration and success of the Company’s efforts to obtain permits are contingent upon many variables outside of its control. Obtaining governmental permits may increase costs and cause delays depending on the nature of the activity to be permitted and the interpretation of applicable requirements implemented by the permitting authority. There can be no assurance that all necessary permits will be obtained and if obtained, that the costs involved will not exceed the Company’s estimates or that it will be able to maintain such permits. To the extent such approvals are required and not obtained or maintained, the Company may be prohibited from proceeding with planned exploration or development of mineral properties.

### **Joint Ventures**

From time to time the Company may enter into one or more joint ventures. Any failure of any joint venture partner to meet its obligations could have a material adverse effect on such joint ventures. In addition, the Company might be unable to exert influence over strategic decisions made in connection with properties that are involved in such joint ventures.

### **Exploration Risks**

The exploration for and development of mineral deposits involves significant risks. Few properties that are explored are ultimately developed into producing mines. Whether a mineral deposit will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulation, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. Even if the Company identifies and acquires an economically viable ore body, several years may elapse from the initial stages of development until production. As a result, Wildcat cannot be assured that its exploration or development efforts will yield new mineral reserves or will result in any new commercial mining operations.

### **Mineral Property Title Risk**

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure

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proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impaired. Third parties may have valid claims underlying portions of the Company's interests, including prior unregistered liens, agreements, transfers or claims, including aboriginal land claims, and title may be affected by, among other things, undetected defects or unforeseen changes to the boundaries of Wildcat's properties by governmental authorities. As a result, the Company may be constrained in its ability to operate its properties or unable to enforce its rights with respect to its properties. An impairment to or defect in the Company's title to its properties could have a material adverse effect on its business, financial, condition or results of operations. In addition, such claims, whether or not valid, will involve additional cost and expense to defend or settle.

**Potential for Conflicts of Interest**

Certain directors and officers of Wildcat may also serve as directors or officers of other companies involved in natural resource exploration and development or other businesses and consequently there exists the possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving Wildcat will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Wildcat and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matters in which such director may have a conflict of interest or which are governed by the procedures set forth in applicable law.