FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

ZZZ Capital Corp.
Suite 2103 – 1323 Homer Street
Vancouver, B.C. V6B 5T1

Item 2 **Date of Material Change**

May 11, 2009

Item 3 **News Release**

The news release May 11, 2009 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 **Summary of Material Change**

Vancouver, B.C., May 11, 2009 – ZZZ Capital Corp. (TSX-V: ZAP.P) (the "Issuer") announced that it is increasing the size of its non-brokered private placement announced on March 19, 2009 from $100,000 (consisting of 1,000,000 common shares at a price of $0.10 per share) to $200,000, consisting of 2,000,000 common shares at a price of $0.10 per share. The Issuer will be conducting tranche closings on its private placement; and may be paying finder's fees on a portion thereof. The private placement is subject to TSX Venture Exchange approval. The private placement funds will be used for general working capital purposes and for investigating potential qualifying transactions.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

By news release dated May 11, 2009, the Issuer announced that it is increasing the size of its non-brokered private placement announced on March 19, 2009 from $100,000 (consisting of 1,000,000 common shares at a price of $0.10 per share) to $200,000, consisting of 2,000,000 common shares at a price of $0.10 per share. The Issuer will be conducting tranche closings on its private placement; and may be paying finder's fees on a portion thereof. The private placement is subject to TSX Venture Exchange approval. The private placement funds will be used for general working capital purposes and for investigating potential qualifying transactions.

5.2 Disclosure for Restructuring Transactions

N/A.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

Jeanne H. Harper, CFO & Director
Tel (604) 682 - 6156

Item 9 **Date of Report**

May 11, 2009