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**

October 16, 2009

Item 3 **News Release**

The news release dated October 16, 2009 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 **Summary of Material Change**

Vancouver, B.C., October 16, 2009 – ZZZ Capital Corp. (TSX-V: ZAP.P) (the "Issuer") announced its intention to undertake a non-brokered private placement of $50,000 consisting of 500,000 common shares at a price of $0.10 per share. The Issuer will be paying finder's fees in connection with its private placement. The private placement is subject to TSX Venture Exchange approval. The private placement funds will be used for general working capital purposes.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

By news release dated October 16, 2009, the Issuer announced its intention to undertake a non-brokered private placement of $50,000 consisting of 500,000 common shares at a price of $0.10 per share. The Issuer will be paying finder's fees in connection with its private placement. The private placement is subject to TSX Venture Exchange approval. The private placement funds will be used for general working capital purposes.

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**

October 16, 2009