

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 21, 2009

Item 3 News Release

The news release dated October 21, 2009 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 Summary of Material Change

The Issuer announced it has applied for and received from the TSX Venture Exchange an extension of time in which to complete its qualifying transaction, to March 31, 2010.

The Issuer continues to pursue business opportunities as a qualifying transaction.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

By news release dated October 21, 2009, the Issuer announced it has applied for and received from the TSX Venture Exchange an extension of time in which to complete its qualifying transaction, to March 31, 2010.

The Issuer continues to pursue business opportunities as a qualifying transaction.

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 21, 2009