FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **<u>Name and Address of Company</u>**

ZZZ Capital Corp.
Suite 700 – 625 Howe Street
Vancouver, B.C. V6C 2T6

Item 2 **<u>Date of Material Change</u>**

June 7, 2011

Item 3 **<u>News Release</u>**

The news release dated June 7, 2011 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 **<u>Summary of Material Change</u>**

Vancouver, B.C., June 7, 2011 – ZZZ Capital Corp. (TSX-V: ZAP.P) (the "Issuer") announced that it has entered into an agreement (the "Agreement") dated April 12, 2011 with Hall Mineral Corp. ("Hall"), a private British Columbia company, to earn up to an 80% interest in the Key Copper Mine Project (formerly known as the *Davis-Keays Copper Mine*) located in the Liard Mining Division of British Columbia, Canada (the "Property"). The transaction will constitute the Issuer's "qualifying transaction" as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). Following completion of the Qualifying Transaction, the Issuer will be a Tier 2 Mining Issuer involved in the mineral resources exploration and development business.

Item 5 **<u>Full Description of Material Change</u>**

5.1 Full Description of Material Change

By news release dated June 7, 2011, the Issuer announced that it has entered into an agreement (the "Agreement") dated April 12, 2011 with Hall Mineral Corp. ("Hall"), a private British Columbia company, to earn up to an 80% interest in the Key Copper Mine Project (formerly known as the *Davis-Keays Copper Mine*) located in the Liard Mining Division of British Columbia, Canada (the "Property"). The transaction will constitute the Issuer's "qualifying transaction" as defined under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). Following completion of the Qualifying Transaction, the Issuer will be a Tier 2 Mining Issuer involved in the mineral resources exploration and development business.

Proposed Transaction

Under the terms of the Agreement, the Issuer has acquired the exclusive option to earn up to an 80% undivided interest in 10 mineral claims comprising approximately 1,705.84 hectares located in the Liard Mining District, located approximately 170 km west of Fort Nelson, B.C. The Property was originally optioned to Hall from the beneficial owner – Seguro

Projects Inc. ("Seguro" or the "Property Owner").

Seguro is controlled by Mr. Tony Simon; who are arm's length with both Hall and the Issuer. Hall is a widely owned private company, the largest shareholder of which is Elenox Metal Corp., which is also a non-controlling shareholder of the Issuer. Hall can be considered to be arm's length to the Issuer.

In order to exercise the Option, the Issuer must issue 9,000,000 Shares; and assume all of Hall's obligations under the Underlying Option Agreement, which comprise of the following:

To acquire an initial 50% interest in the Property:

(i) deliver 2,000,000 common shares of ZZZ to Seguro upon closing of the QT (forming part of the 9,000,000 Shares to be delivered to Hall);

(ii) pay Seguro $50,000 within 14 days of closing the QT;

(iii) pay Seguro $90,000 within 60 days of closing the QT;

(iv) pay Seguro $180,000 upon presentation, no later than 31 December 2011, of an independent NI 43-101 compliant technical report confirming that substantially all ore referred in that feasibility study completed in 1970 by MacDonald Consultants is still present, and that the estimated developed tonnage still exists;

(v) incur $10,000,000 of exploration expenditures toward work on the Property, to be incurred in accordance with the recommendations of an NI 43-101-compliant technical report to be prepared by Reliance Geological Services Inc., (Edward Harrington as author; both Reliance and Harrington being arm's length to the Issuer); and to be incurred within 24 months from the date of the Agreement or such longer period of time as the parties may mutually agree (but in any event prior to January 25, 2016);

(vi) pay to the Property Owner the sum of $250,000 on November 30, 2012, and each anniversary date thereafter until the commencement of commercial production from the Property, which payments are for the continued right to explore and develop the Property, and not on account of or to be applied as a prepayment of the NSR royalty;

(vii) commencing on the closing of the QT and continuing until the date of commercial production, pay to the Property Owner as an advance on future royalties, a monthly cash payment equal to the equivalent of four ounces of gold valued at each month-end closing gold trade price on the London Metals Exchange; and

(viii) deliver additional common shares of ZZZ as follows:

(A) if Seguro holds less than 3% of ZZZ's common shares upon closing of the QT, then such additional common shares whereby Seguro will hold 3% of the then issued and outstanding common shares of ZZZ upon closing of the QT;

(B) additional common shares of ZZZ such that Seguro will hold at least 4% of the then issued and outstanding common shares of ZZZ, upon receipt of the NI 43-101-

compliant report described in (iv) above, but in any event no later than 31 December 2011; and

(C) additional common shares of ZZZ such that Seguro will hold at least 5% of the then issued and outstanding common shares of ZZZ, upon commencement of commercial production.

To earn up to an additional 30% interest in the Property, for a total of 80%, pay to Seguro, at any time before the commencement of commercial production, the sum of $2,500,000 in cash for each additional 10% interest in the Property ($7,500,000 for an additional 30% interest).

The Shares issued to Hall and Seguro may be subject to such escrow requirements as may be imposed by the Exchange and all the shares will be subject to the four month hold period imposed by the *Securities Act* (British Columbia).

No finder's fee is payable with respect to the acquisition of the Property.

The Qualifying Transaction is at arm's length. As such, the proposed transaction with Hall will not be subject to approval of the shareholders of the Issuer.

Description of the Key Property

During the 1940's, copper was discovered in the area near the Property during construction of the Alaska Highway. Exploration activity took place in the 1950's and 1960's becoming most active in the late 1960's and early 1970's when two main deposits were identified, the Davis-Keays (Eagle Vein) and the Churchill Copper deposit (Magnum Vein). Other significant deposits were the Copper-Keays (Neil Vein) and Fort Reliance (Reliance Vein).

Copper Corporation developed a historical resource of 1,178,000 tons grading 3.92% copper. From 1970 to 1974, they processed 598,000 tons of ore grading 3.0% copper.

Between 1967 and 1972, Davis Keays Mining Company conducted underground development on the Eagle vein. In 1970, MacDonald Consultants determined a historical resource calculation of 1,569,684 tons of mineralization grading 3.42% copper. In 1971, Chapman, Wood and Griswold calculated a historical resource of 1,375,700 tons of mineralization grading 3.38% copper. Preparations for production were completed when a change in the Provincial government terminated all further work in this area. On the Reliance Vein, 13 kilometres west of the Keays property, Churchill copper calculated a historical resource of 127,000 tons grading 5.5% copper.

The reliability of this historical data is unknown but is considered relevant by Issuer management. The historical data is non-NI 43-101 compliant and should not be relied upon. It is the Issuer's intention to verify the historical data and confirmation work may produce results that differ substantially from the historic results.

The potential quantities and grades stated above are conceptual in nature, that there has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the target being delineated as a mineral resource. Further, the assessments are preliminary in nature, are based on historic results which have not been verified by the Issuer and must be considered too speculative geologically to have any economic considerations applied to them.

Most work on these properties was terminated in 1972, due to poor economic and political conditions.

In 2005, a fixed wing, high elevation MAG survey was conducted over the whole Property. In 2006, 2600 line kilometers of helicopter supported magnetic and electromagnetic surveys were flown at 30m above ground over the whole area.

In addition to the vein mineralization noted above, and possibly of more significance, is an approximately 10 km long EM anomaly near the northern border of the Property. The geophysical conductor and resistivity response suggests a large (possibly 100 metre thick) conductive sheet dipping gently to the south. This may represent the feeder for all of the vein mineralization observed in the Eagle and Magnum veins. The conductive unit crops out in the Yedhe Creek valley at about 1700 metres elevation, predominantly in steep mountainous terrain that will require the assistance of mountain climbers to access steep areas. The breccia mineralization observed at the Matnik showing consisted of hematite, magnetite and chalcocite, and one sample from the showing produced assay results of over 40 percent copper. The style, mineralogy and grade of this mineralization suggests the potential for a very large, high grade IOCG deposit similar to that presently being mined at Olympic Dam in Australia.

The anticipated exploration program can be divided into two phases.

Phase 1 Exploration Program – Estimated Cost of $470,000

- Complete a satellite and iron oxide alteration investigation as to plan finer details of the exploration program, before the field visit.
- Open the adits to the historic underground vein areas, map and survey all underground workings, and undertake such work as necessary to confirm that substantially all ore referred in that feasibility study completed in 1970 by MacDonald Consultants is still present, and that the estimated developed tonnage still exists.
- Explore the main IOCG target by mapping and sampling of the 10 km long EM anomaly, near the northern border of the Property. The priority is to examine the area where the anomaly outcrops and determine whether it is caused by a chalcocite and hematite breccia or a graphitic sedimentary unit.
- Explore briefly the northern vein targets, highlighted by MAG and EM geophysical surveys. Based on the exploration information gathered, rank the exploration potential of the veins for future exploration planning.
- In general, investigate and sample a number of known Iron-oxide breccias located to the north and east of the Property. Compare results the of Iron-oxide breccias with the present day IOCG model and geology for future exploration planning.

This first phase of work is estimated to take 18 months to complete.

Phase 2 Exploration, EM and Drill Program – Estimated Cost of $4,176,000.

The second phase of work is contingent upon the success of the Phase 1 program, such that if the geophysics has mapped out an IOCG horizon and the newly identified mineralized hematite and chalcocite breccias correlate with the 2006 EM geophysical anomalies then:

- At least 500 line km of EM + MAG geophysics should be flown. The geophysical survey should be continued to the west, north and east to determine the boundaries of this horizon.
- In conjunction with the EM survey, detailed geology and structural mapping of the unit should proceed.
- Followed by drill testing the unit with at least 5,000 to 6,000 metres of core drilling to test the grade and continuity of the horizon to depth and down dip.
- Extend the satellite and iron oxide alteration investigation to identify more IOCG targets in the area.
- Reprocess existing MAG surveys in the magnetic inversion format to identify deep seated ore bodies and mafic plutons.
- Integrate all relevant historic geological data to develop a global picture of the total area.

John Kowalchuk, P.Geol., the author of a preliminary report on the Property, is the Qualified Person (as defined by NI 43-101) who has reviewed the technical information in this news release.

Terms of the Qualifying Transaction

The closing of the Option Agreement is subject to the following conditions precedent:

- each Issuer completing its due diligence investigations of the other;
- the Exchange waiving requirement for a sponsor;
- acceptance for filing by the Exchange of all material amounting to the Issuer's Qualifying Transaction;
- the Issuer raising at least $1,500,000, which funds will be used to pay the initial Option costs and proposed Phase 1 exploration work program on the Property;
- the change of the Issuer's name, and the appointment of new directors; and
- the reservation by the Issuer of 750,000 common shares for issuance pursuant to the grant of incentive stock options to new and existing directors, officers and employees, exercisable for a period of two years at a price of $0.25 per share.

Private Placement

In order to satisfy the financing condition of the Qualifying Transaction, the Issuer will undertake a non-brokered private placement totaling between $1,500,000 and $2,000,000. These funds will be raised by the Issuer issuing flow-through shares at a price of $0.25 per share to raise between $800,000 and $1,300,000; and by issuing non-flow-through shares at $0.17 per share to raise $700,000.

The proceeds of the private placement will be used to fund the initial acquisition costs and proposed work program on the Property, and for general working capital purposes.

Change in Management

It is proposed that John Kowalchuk will be appointed to the Issuer's board of directors and named President upon closing of the Qualifying Transaction and concurrent with the resignation of one existing board member. The following provides a summary of each proposed board member, all of whom are Canadian residents:

John Kowalchuk B.Sc., P.Geo.
CEO, President and Director

John Kowalchuk is a seasoned geologist, possessing more than 40 years of mineral exploration experience with both senior and junior mining companies working in Canada, US, Mexico and Chile. He was District Geologist for Placer Dome for over six years and was instrumental in the discovery of several world-class mineral deposits in Canada including the Howard's Pass SEDEX Zn-Pb deposit on the Yukon/NWT border and the Kerr Copper Gold Deposit at Sulphurets Creek, BC.

Jeanne Harper
CFO and Director

Jeanne Harper has been CFO and a Director of the Issuer since July 20, 2007. She holds a Bachelor of Accounting Science from the University of Calgary. With a Certified General Accountant designation in Canada, Ms. Harper has knowledge of corporate structures, taxation, and financial reporting. From August 2003 to September 2005, Ms. Harper worked as a senior tax consultant with Ernst & Young LLP. She was self-employed as a financial and tax consultant from September 2005 until December 2007. Ms. Harper worked as an advisor for Dundee Private Investors from June 2007 until December 2007 and as an Investment Advisor for Dundee Securities from January 2008 until October 2008.

J Georg Coetzee
CEO and Director

Georg Coetzee has been CEO and a director of the Issuer since July 20, 2007. Mr. Coetzee graduated from the University of Pretoria, South Africa (1981) with a BSc honours degree in geology. As a geologist, he has experience in the exploration and mining industry, focusing on gold, copper, iron ore, tin, lead/zinc and coal as well as mine optimization. In 2000, Mr. Coetzee immigrated to Canada and worked as a consultant to mining companies such as Gemcom Software International (2003). Mr. Coetzee was a director for Diamcor Mining Inc. from July 2002 to February 2003. He worked as a senior geologist for Bradford Minerals Explorations from August 2006 to January 2008. Mr. Coetzee did also private geological exploration consulting work from August 2008 to February 2009 for a coal mine project located on Cebu Island in the Philippines (for SKI Resources Energy Inc. or the Merton Group).

Miscellaneous

The Issuer will apply to the Exchange for waiver of the requirement to engage a sponsor broker in connection with the Qualifying Transaction.

In accordance with Exchange policy, the Issuer's shares are currently halted from trading. Trading will resume upon the Issuer having made adequate filing with the Exchange for completion of its 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**

J. George Coetzee, CEO & Director
Tel (604) 682 - 6156

Item 9 **Date of Report**

June 7, 2011