Form 51-102F3
Material Change Report

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1. Name and Address of Company

NY85 CAPITAL INC. (the "Company" or "NY85")
Suite 305 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

2. Date of Material Change

May 17, 2012

3. News Release

News release was issued on May 17, 2012 and disseminated via Vancouver Stockwatch and Bay Street News (Market News Publishing) and filed on SEDAR pursuant to section 7.1 of National Instrument 51–102.

4. Summary of Material Change

The Company announced that, following the TSX Venture Exchange's (the "Exchange") conditional acceptance of the Company's Qualifying Transaction as originally announced in the news release dated December 16, 2011, the Company has filed on SEDAR the Filing Statement for its Qualifying Transaction and the Technical Report entitled "Technical Report on the West Timmins Gold Project, Carscallen Township, Porcupine Mining District, Ontario for NY85 Capital Inc.". It is anticipated that the Qualifying Transaction, including a $500,000 private placement of 2,500,000 flow-through units at $0.08 per unit and 5,000,000 non-flow through units at $0.06 per unit, will close on or about May 31, 2012.

5. Full Description of Material Change

Please see News Release dated May 17, 2012 attached as Schedule "A"

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

Not Applicable

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Christopher Kape, CEO & CFO a director, is knowledgeable about the material change contained herein and may be reached at (604) 630-6550, ext.111.

9. Date of Report

This report is dated the 22nd day of May, 2012.

SCHEDULE "A"

NEWS RELEASE

Qualifying Transaction - Filing Statement

Vancouver, BC, May 17, 2012. NY85 Capital Inc. (the "Company" or "NY85") (TSX.Venture: NY.P) is pleased to announce that, following the TSX Venture Exchange's (the "Exchange") conditional acceptance of the Company's Qualifying Transaction as originally announced in the news release dated December 16, 2011, the Company has now filed on SEDAR the Filing Statement for its Qualifying Transaction and the Technical Report entitled "Technical Report on the West Timmins Gold Project, Carscallen Township, Porcupine Mining District, Ontario for NY85 Capital Inc."

The Company's Qualifying Transaction involves an option from Newcastle Minerals Ltd. to acquire a 60% interest in the West Timmins Gold Project. For further details of the Company's Qualifying Transaction, please see the Company's Filing Statement dated May 16, 2012 which is now available on SEDAR at www.sedar.com.

It is anticipated that the Qualifying Transaction, including a $500,000 private placement of 2,500,000 flow-through units at $0.08 per unit and 5,000,000 non-flow through units at $0.06 per unit, will close on or about May 31, 2012.

In accordance with Exchange policies, the common shares of the Company are currently halted from trading, and it is intended that they will remain halted until completion of the Qualifying Transaction. Upon completion of the Qualifying Transaction, the Company is expected to be listed on the Exchange as a Tier 2 Mining Issuer.

For further information, please contact Christopher Kape, Chief Executive Officer at (604) 630-6550 ext. 111, email: chris@jamcocapital.com.

On behalf of the Board of
NY85 Capital Inc.

/s/ "Christopher Kape"

Christopher Kape,
CEO

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

Caution concerning forward-looking information

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws. This information and statements address future activities, events, plans, developments and projections. All statements, other than statements of historical fact, constitute forward-looking statements or forward-looking information. Such forward-looking information and statements are frequently identified by words such as "may," "will," "should," "anticipate," "plan," "expect," "believe," "estimate," "intend" and similar terminology, and reflect assumptions, estimates, opinions and analysis made by management of NY85 in light of its experience, current conditions, expectations of future developments and other factors which it believes to be reasonable and relevant. Forward-looking information and statements involve known and unknown risks and uncertainties that may cause NY85's actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking information and statements and accordingly, undue reliance should not be placed thereon.

Risks and uncertainties that may cause actual results to vary include but are not limited to the availability of financing; fluctuations in commodity prices; changes to and compliance with applicable laws and regulations, including environmental laws and obtaining requisite permits; political, economic and other risks; as well as other risks and uncertainties which are more fully described in our annual and quarterly Management's Discussion and Analysis and in other filings made by us with Canadian securities regulatory authorities and available at www.sedar.com. NY85 disclaims any obligation to update or revise any forward-looking information or statements except as may be required under the applicable laws.