Form 51-102F3
Material Change Report

1. **Name and Address of Company**

   NY85 Capital Inc.
   2606-400 Capilano Road
   Port Moody, BC V3H 0E1

   (the “Company”)

2. **Dates of Material Change(s)**

   July 9, 2012

3. **News Release(s)**

   A news release was issued on July 9, 2012 and disseminated via Baystreet News and Stockwatch News pursuant to section 7.1 of National Instrument 51–102.

4. **Summaries of Material Changes**

   Vancouver, British Columbia, July 9, 2012 –NY85 Capital appoints new CFO and directors

5. **Full Description of Material Changes**

   News Release dated July 9, 2012 – See 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. Keith Anderson, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 469-6855.

9. **Date of Report**

   This report is dated July 9, 2012.

SCHEDULE "A"
to the Material Change Report dated July 9, 2012

NY85 APPOINTS NEW CFO AND DIRECTORS

Vancouver, BC – July 9, 2012: NY85 Capital Inc. (TSX-V: NY) (the "**Company**") announces that effective immediately, it has accepted the resignations of Richard Macey as a director and Chief Financial Officer and Jake Kalpakian as a director from the Company's Board of Directors.

The Company is pleased to announce the appointment of Mr. Joseph Meagher as director and Chief Financial Officer of the Company. Mr. Meagher is a director at ICG Financial Services Inc., a financial consulting firm. He specializes in accounting, auditing and financial reporting under both IFRS and ASPE. Prior to joining ICG, Mr. Meagher worked at Smythe Ratcliffe LLP as a manager focusing on publicly listed and private company audits as well as staff training and development. He was a member of Smythe Ratcliffe's IFRS conversion team as well as a technical reviewer for complex accounting topics. Mr. Meagher holds a CA designation and a Bachelor of Commerce.

Additionally, Mr. William Rascan has been appointed a director of the Company. Mr. Rascan was recently appointed on May 16, 2012 as President, CEO and director of Weststar Resources Corp. (TSX-V: WER). Mr. Rascan joins the Company with 25 years experience in the investment brokerage industry, most recently as a Partner, Senior Investment Advisor with Northern Securities. Mr. Rascan's business ranged from active international trading clients to raising capital for junior mining companies on the Exchange. Past firms include, CM Oliver, Research Capital, Blackmont and Jennings Capital. Prior to his years as an Investment Advisor, Mr. Rascan was Vice-President, Institutional Money Market Sales with ScotiaMcleod Inc.

The Company has granted an aggregate of 1,000,000 stock options to directors and consultants exercisable until July 9, 2017 at a price of $0.15 per common share. The granting of these stock options is subject to acceptance by the TSX Venture Exchange.

For further information, please contact Keith Anderson, Chief Executive Officer at (604) 469-6855, email: kanderson7774 @gmail.com

On behalf of the Board of NY85 Capital Inc.

/s/ "Keith Anderson"

Keith Anderson,
CEO