

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

BETHPAGE CAPITAL CORP. (the "Company")
Suite 918 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3

Item 2. Date of Material Change

June 19, 2012

Item 3. News Release

The Company issued a News Release dated June 19, 2012, which was disseminated via Canada Stockwatch and Baystreet.

Item 4. Summary of Material Change

The Company completed its initial public offering of common shares through its agent, Haywood Securities Ltd. (the "Agent"). The Company issued 3,000,000 common shares at a price of \$0.15 per share for gross proceeds of \$450,000. In connection with the offering, the Agent received a cash commission equal to 7% of the gross proceeds of the offering. The Company also granted agent's warrants entitling the Agent, and its selling group members, to purchase up to 210,000 common shares at a price of \$0.15 per common share for a period of two years from closing. In addition, the Agent was paid a corporate finance fee plus applicable HST, and 25,000 corporate finance warrants, exercisable at \$0.15 per common share for a period of one year from closing in connection with the initial public offering.

Item 5. Full Description of Material Change

See attached news release.

Item 6. Reliance on subsection 7.1 (2) of National Instruments 51-102

Not applicable. This report is not being filed on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Vince Sorace, President
Tel: (604) 639-9052

Item 9. Date of Report

June 20, 2012

BETHPAGE CAPITAL CORP.

1030 West Georgia Street, Suite 918

Vancouver, BC V6E 2Y3

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NEWS RELEASE

BETHPAGE COMPLETES INITIAL PUBLIC OFFERING

June 19, 2012 - Bethpage Capital Corp. (TSX-V:BET) Bethpage Capital Corp. (the "Company") is pleased to announce that it has completed its initial public offering of common shares through its agent, Haywood Securities Ltd. ("**Haywood**"). The Company issued 3,000,000 common shares for gross proceeds of \$450,000. The Company anticipates that its common shares will begin trading on Tier 2 of the TSX Venture Exchange under the symbol BET on June 21, 2012. In consideration for services provided in connection with the offering, Haywood received a cash commission of \$31,500, a corporate finance fee of \$10,000, and 25,000 corporate finance warrants, exercisable at \$0.15 per common share for a period of one year. The Company also issued 210,000 agent's warrants to purchase common shares of the Company for a period of two years at a price of \$0.15 per common share to Haywood and its selling group members.

FOR FURTHER INFORMATION PLEASE CONTACT:

Vince Sorace, President and Director, at Suite 918 – 1030 West Georgia Street, Vancouver, BC V6E 2Y3, telephone: (604) 639-9052.

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.

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Company's listing of its common shares on the Exchange. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them.