KEY CAPITAL CORPORATION

4300 N. Miller Road, Suite 230, Scottsdale, AZ 85251

COMPANY INFORMATION AND DISCLOSURE STATEMENT

Period ending September 30, 2014

As used in this disclosure statement the terms "we", "us", "our", "Key Capital" and the "Company" means, Key Capital Corporation, a Georgia corporation.

1) Name of the issuer and its predecessors (if any)

Current since April 13, 1998:	Key Capital Corporation
April 18, 1996 to April 13, 1998:	Elite Computer Services, Inc.
Before April 18, 1996:	ABCOR Computer Services, Inc.

Key Capital Corporation was incorporated in the State of Georgia on January 26, 1996 as ABCOR Computer Services, Inc. and following a Plan of Merger changed its name to Elite Computer Services Inc. on April 18, 1996. The Company changed its name to Key Capital Corporation on April 13, 1998 and on March 15, 2012 the Company was registered to do business in Arizona.

2) Address of the issuer's principal executive offices

Company Headquarters

4300 N. Miller Road
Suite 230, Scottsdale, AZ 85251
Tel: +1 480-745-2565
Fax: +1 480-745-2565
Email: info@keycapitalgroup.com
Website: www.keycapitalgroup.com

Corporate Communications - Contact

Chris Nichols
Key Capital Corporation
4300 N. Miller Road
Suite 230, Scottsdale, AZ 85251
Phone: (480) 745-2565
Email: chris@keycapitalgroup.com
Website(s): www.keycapitalgroup.com

3) Security Information

Trading Symbol: KCPC
Exact title and class of securities outstanding: Common Shares
CUSIP: 493074207
Par or Stated Value: $0.001
Total shares authorized: 300,000,000 as of: March 31, 2014
Total shares outstanding: 36,573,334 as of: September 30, 2014

Additional class of securities:

Nil

Transfer Agent

Signature Stock Transfer, Inc.
2632 Coachlight Court
Plano, TX 75093-3850
Phone: (972) 612-4120
Fax: (972) 612-4122

Is the Transfer Agent registered under the Exchange Act?

Yes

List any restrictions on the transfer of security:

Of the Company's issued and outstanding shares totaling 36,573,334 shares, 8,140,500 are unrestricted regular shares, and the balance of the issued and outstanding shares, 28,432,834, are restricted shares.

Describe any trading suspension orders issued by the SEC in the past 12 months.

Nil

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Nil

4) Issuance History

Over the past two fiscal years the following shares were issued mainly as a settlement of Convertible Debt and also as Private Placement pursuant to Section 4(a)(2) Private Placement provision and pursuant to Rule 701 Employee Benefit Plan as per the following in chronological order.

July 11, 2012 - Section 4(a)(2) Private Placement 35,000 Restricted Shares in consideration of $7,000

November 23, 2012 - Section 4(a)(2) Private Placement 60,000 Restricted Shares in consideration of $15,000

December 12, 2012 – Section 4(a)(2) Private Placement, Settlement of Convertible Note 12,380,000 Restricted Shares in consideration of settlement of $750,000

January 30, 2013 - Section 4(a)(2) Private Placement 15,000 Restricted Shares in consideration of $3,000

April 30, 2013 - Section 4(a)(2) Private Placement 200,000 Restricted Shares in consideration of $50,000

May 8, 2013 - Section 4(a)(2) Private Placement 20,000 Restricted Shares in consideration of $5,000

June 13, 2013 - Section 4(a)(2) Private Placement 100,000 Restricted Shares in consideration of $25,000

July 10, 2013 - Section 4(a)(2) Private Placement 100,000 Restricted Shares in consideration of $25,000

July 10, 2013 – Rule 701 Employee Benefit Plan 52,000 Restricted Shares to Matthew Talbot for provision of services as the Company Chief Financial Officer

July 10, 2013 – Rule 701 Employee Benefit Plan 52,000 Restricted Shares to Matthew Freedman for provision of services as the Company Corporate Communications Officer

July 17, 2013 - Section 4(a)(2) Private Placement 100,000 Restricted Shares in consideration of $25,000

July 23, 2013 - Section 4(a)(2) Private Placement 600,000 Restricted Shares in consideration of $150,000

July 31, 2013 - Section 4(a)(2) Private Placement, Settlement of Convertible Note 10,700,000 Restricted Shares in consideration of settlement of $1,070,000

October 8, 2013 - Section 4(a)(2) Private Placement, 250,000 Restricted Shares to Roy Meadows as part settlement of outstanding past introductory and corporate services due

October 8, 2013 – Rule 701 Employee Benefit Plan 52,000 Restricted Shares to Matthew Talbot for provision of services as the Company Chief Financial Officer

October 8, 2013 – Rule 701 Employee Benefit Plan 52,000 Restricted Shares to Matthew Freedman for provision of services as the Company Corporate Communications Officer

November 27, 2013 – Section 4(a)(2) Private Placement, 20,000 Restricted Shares in consideration of $5,000

December 16, 2013 - Section 4(a)(2) Private Placement, 40,000 Restricted Shares in consideration of $10,000

December 17, 2013 - Section 4(a)(2) Private Placement, 20,000 Restricted Shares in consideration of $5,000

February 4, 2014 - Rule 701 Employee Benefit Plan 96,000 Restricted Shares to Matthew Talbot for provision of services as the Company Chief Financial Officer

February 4, 2014 – Rule 701 Employee Benefit Plan 96,000 Restricted Shares to Matthew Freedman for provision of services as the Company Corporate Communications Officer

February 4, 2014 - Rule 701 Employee Benefit Plan 150,000 Restricted Shares to Matthew Freedman following exercise of 10 cent options issued as part sign-on incentive as the Company Vice President Corporate Communications – Total payment consideration being $15,000.

April 4, 2014 – Section 4(a)(2) Private Placement, 60,000 Restricted Shares in consideration of $15,000

April 15, 2014 – Section 4(a)(2) Private Placement, 60,000 Restricted Shares in consideration of $15,000

May 5, 2014 – Section 4(a)(2) Private Placement, 40,000 Restricted Shares in consideration of $10,000

May 9, 2014 – Section 4(a)(2) Private Placement, 100,000 Restricted Shares in consideration of $50,000

June 4, 2014 – Section 4(a)(2) Private Placement, 100,000 Restricted Shares in consideration of $50,000

June 17, 2014 – Section 4(a)(2) Private Placement, 2,000 Restricted Shares in consideration of $1,000

June 30, 2014 – Rule 701 Employee Benefit Plan 100,000 total Restricted Shares to Matthew Freedman and Matthew Talbot for provision of services

July 1, 2014 – Rule 701 Employee Benefit Plan 133,334 total Restricted Shares to Matthew Freedman and Matthew Talbot for provision of services.

July 7, 2014 – Section 4(a)(2) Private Placement, 30,000 Restricted Shares in consideration of $14,985

July 30, 2014 – Section 4(a)(2) Private Placement, 5,000 Restricted Shares in consideration of $2,500

August 15, 2014 – Section 4(a)(2) Private Placement, 40,000 Restricted Shares in consideration $10,000

A. Any jurisdictions where the offering was registered or qualified;

Nil – Not applicable

B. The number of shares offered;

As in A above

C. The number of shares sold;

As in A above

D. The price at which the shares were offered, and the amount actually paid to the issuer;

As in A above

E. The trading status of the shares;

Restricted Shares

F. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes

5) Financial Statements

Please note that the 2014 Q3 Statements have been posted to OTC Markets.

6) Describe the Issuer's Business, Products and Services

A. Description of the issuer's business operations;

In November 2011, the Company committed to the establishment of a mining industry financing business, based upon the introduction in the market of the highly successful streaming model for mineral and precious metals projects and other applications. Since that time the Company has been building its management and global industry expert consulting team as well as test marketing its business model. In association with its financing business the Company may also seek to acquire advanced exploration resource projects with the objective to farm out interests in such projects while still retaining the equivalent of a streaming interest in any project production.

The Company's approach to resource industry project funding has been based upon a hybrid version of metal streams which are also referred to as volumetric production payments (VPPs) or metal purchase agreements. Metal streaming was pioneered in its current form by Silver Wheaton in 2004 and is a financing arrangement whereby a company, such as Key Capital, offers a sum of capital and/or shares upfront, often prior to the construction of mine infrastructure, in exchange for an interest in production once that mine enters production.

Key Capital structured finance or metal stream agreements are an accretive financing tool that can enable resource owners to reduce dilution and accelerate production, while still retaining full control of their projects. Key Capital seeks interests in metals and mineral production through these agreements.

It should be noted that Key Capital will not be raising funds in order to provide capital to its future clients, but rather Key Capital will seek to fund its farm-in project funding opportunities through direct funding initiatives, through institutional project funding facilities, and through alternative project funding opportunities that the Company will seek to secure for its future client companies.

Key Capital has entered into agreement with Red Rock Assets LLC, a related party, pursuant to which Red Rock Assets intends to raise project funding for Key Capital originated resource and energy projects. In this regard, Red Rock Assets is introducing an innovative high-yield product to the fixed interest market through the world's first resources industry online social lending platform. The Company currently has four resource and energy industry projects that it has entered into financing agreements with conditional upon continued due diligence.

The Company to date has spent considerable time and resources on developing its structured financing and streaming business. While the Company expects future clients to cover certain development costs on a project-by-project basis, to date the Company has carried all costs, none of which are borne directly by customers.

The financing of operational infrastructure of mining operations is competitive, yet for junior mining companies there is an identified niche where many such companies experience difficulty securing project financing, especially in the current market conditions.

Competitive position analysis:

Strengths – Internal

- Well proven business model
- Passion and vision
- Industry experience
- Product innovation
- Industry contacts – finance and mining
- Timely product offering
- Product advantages
- Major potential client base
- Website marketing strategy
- Experienced management team
- Diversified distribution strategy

Strengths – External

- Mining is a high value, high growth global industry
- All mining companies seek financing, especially junior miners
- Streaming is a relatively new financing application for miners
- Limited competition for streaming in the junior mining sector
- Potential for rapid brand recognition
- Early transactions under discussion

Weaknesses

- The Company's business is newly established
- First transactions still in process
- Limited funding for corporate expansion
- Small company in a large global market

Opportunities

- Funding availability through institutional lenders
- Internal expertise to assist junior miners in funding applications

- Structured financing and streaming for smaller miners is largely untapped
- Global markets opportunity
- Large numbers of small mine operators – many opportunities
- All miners require financing
- Able to offer non-equity financing
- Able to offer hybrid financing structures

Threats

- Downturn in mining industry
- Global economic deterioration
- Downturn in commodity prices

Methods of Competition

Marketing Strategy

The Company's marketing strategy is designed to capitalize on an identified niche in the resource funding market sector – to provide alternative structured financing to an identified target market, the junior mine operators seeking funding to bring their mine projects into production.

There are many of these junior mine operators actively seeking project funding and the Company's strategy is to capitalize on this identified demand.

The Company has already entered into a number of conditional project funding agreements and is in discussion with other junior mining companies regarding potential funding relationships. The Company plans to expand its sales activities over the current year through appointed representatives and our website and by attending leading international mining sector annual trade shows.

Deal Strategy

The Company is seeking to arrange structured financing for junior mine operators who are in the early stages of development but who have proven the commercial viability of their respective resource projects. By working with mine operators at an early stage of development the Company is able to arrange structured or hybrid financing options to enable client mine properties to begin production. In consideration for arranging the financing the Company will receive an interest in each client's mine production for the life of the respective mine. The Company's innovative structured financing or streaming agreements offer the Company the potential to realize substantial ongoing profits. The Company plans to secure its structured or streaming agreements by leveraging its involvement in a planned alternative resource industry financing business and through institutional funding interests on a deal-by-deal basis.

Although streaming is a relatively new funding process for mining projects, the companies that have established stream financing over the past eight years have been exceptionally successful. However, these companies, in general terms, are either limited in their ability to take on many projects or are seeking only much larger projects than our Company is initially targeting.

We are aiming to establish an industry presence and brand name through direct initiatives and through our website in order to attract inquiry from the many junior mine operators seeking project funding.

Plan of Operation for the next twelve months

The Company's structured financing and streaming business has been well received by the junior sector mining companies, particularly those with which the Company is currently discussing structured funding options.

The Company has identified a niche market within the junior mining sector of the resources market where these companies as they progress their mine viability studies are actively seeking project funding for their imminent production-phase infrastructure and plant funding. The Company's approach to offering the arrangement of project funding to this junior sector in return for an interest in production (streaming) has been very well received and the market need for such financings of sub-$150 million each is global and extensive.

The Company has the corporate, financial, and analytical expertise to assist potential client companies in the preparation of their funding submissions and further has assembled a small group of resource industry specialists that can assist the facilitation of funding applications and viability studies that are required in order for such financings to proceed.

The Company expects its agreement with Red Rock Assets earlier this year to become a significant factor in the funding of its resource and energy project funding opportunities as the Red Rock Assets online direct lending platform gains industry interest within the rapidly growing social lending market. In this regard, the Company has been approached by a number of major institutional interests expressing interest in participation with the structured funding product the projects offer.

The Company will also actively solicit its mine project funding opportunities directly and through its appointed representatives as well as through its website, which will be used to create brand awareness.

Stream-funding in the minerals and precious metals mining industry is a relatively new but a well-received alternative funding method for the establishment of mining plant and infrastructure. Used extensively in the oil industry, it was first applied very successfully to precious metals by Silver Wheaton, Inc. in 2004. Since then only a very few companies have been established in this new financing sector, largely due to the requirement of access to extensive capital to operate a streaming business. The Company has re-positioned the funding mechanisms such that the Company will not be required to raise the project funding capital. Instead the Company plans to utilize its relationships in direct benefit from the planned establishment of an alternative funding platform, as well as through institutional funds that can provide the required funding on a case-by-case basis to the Company's clients. The Company in turn will receive an interest in the client company's mining operations in consideration for the facilitation of the funding.

The Company believes its approach to the funding of junior mining projects is unique in the industry and has substantiated this through test marketing to the target market projects.

B. Date and State (or Jurisdiction) of Incorporation:

Key Capital Corporation was first incorporated in the State of Georgia on January 26, 1996 as ABCOR Computer Services, Inc. and following Agreement and Plan of Merger changed its name to Elite Computer Services Inc. on April 18, 1996. The Company changed its name to Key Capital Corporation on April 13, 1998, and on March 15, 2012 the Company was registered to do business in Arizona.

C. Issuer's primary and secondary SIC Codes;

The Primary SIC Code is 1040 – Gold and Silver Ores

The Secondary SIC Code is 6795 – Mineral Royalty Traders

D. Issuer's fiscal year end date;

December 31

E. Principal products or services, and their markets;

The Company offers the arrangement of plant and infrastructure financing on a structured financing and/or

streaming basis to mining projects globally that are able to progress to commercial production. There is a significant market opportunity for the Company to provide these financing facilities to many junior mining companies that have advanced exploration to proven resources or are have completed at least one of the feasibility study stages: either order of magnitude (1st stage), preliminary feasibility (2nd stage), or detailed feasibility (3rd stage).

The Company has established its presence through its website, the relationships of its officers, and through three agents that seek globally to secure introduction to the Company's leveraged financing and streaming financing opportunity. The Company's consultants, advisors, and team of industry experts also occasionally introduce projects to the Company.

7) Describe the Issuer's Facilities

The Company has established its operational headquarters in Scottsdale, Arizona and operates from shared offices that the Company currently occupies on a casual basis.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Directors:

President, Chief Executive Officer and Director – Christopher Nichols

Chris Nichols is a seasoned executive with over 15 years of leadership experience and manages the Company's operations. He has been the Vice President, Internet Services, for Key Capital since 2001 and was appointed to the Board in January 2012 as the Company's President/CEO. Mr. Nichols has provided innovative ideas and solutions to various industries, including early involvement in digital film and television production, as well as in trusted computing and Internet security where he was responsible for the development of a number of major security initiatives. His strengths in team management, business development, and administration provide for solid management of the Company's undertakings. Mr. Nichols is a graduate of Lewis & Clark College.

Chief Financial Officer, Director – Matthew Talbot

Matthew Talbot, is a CPA and finance professional responsible for the financial due diligence and project viability studies of the Company's project funding candidates and, following funding, financial performance monitoring. Matt started his career in complex audits with PricewaterhouseCoopers. He then spent five years at American Capital (NASDAQ:ACAS), which currently has around $118 billion under management. At American Capital Strategies Ltd he managed a small team responsible for pre-investment due diligence, post-investment monitoring, in-depth analysis of under-performing companies, and quarterly valuation of portfolio companies. This team identified and analyzed opportunities for investment consideration and subsequently oversaw investment performance of investee companies. He then accepted a position in Financial Planning and Analysis for gategroup a Swiss-based listed company with 27,000 employees providing passenger services to the airline industry globally. Mr. Talbot is a Certified Public Accountant (Virginia). He studied accounting at the University of Florida and holds a Bachelor of Science and Accounting. He has strong management skills and excels in project and quantitative analysis, budgets & forecasts, and mergers & acquisitions.

Director – Mining Geology & Engineering - Donald Benard

Don Benard B.Sc., P.Eng., MAusIMM is the Company's lead geologist and mining engineer, having extensive resource industry experience and expertise in catastrophic risk management and modeling. His professional operational & mining experience extends over 25 years at numerous mines, including Corona's Jolu & Decade gold mines, Cogema's Cluff & Baker Lakes Uranium Mines and prospects, Cameco's Key Lake Uranium mine, all but one of Potash Corp's mines, and IMCC's K2 potash mine. At these mines, Mr. Bénard gained experience in a wide array of mining, with principal responsibilities for modeling, reserve & resource calculations, reconciliation, daily mill

grade requirements and estimation, drilling programs, development of satellite mines, surface and underground exploration programs, budgeting, projections, and strategic planning.

Mr. Bénard was Chief Mine Geologist for Claude Resources, bringing the Seabee Gold Mine Project into successful production. Although Seabee entered production with a projection of only four years of reserves, Mr. Bénard was instrumental in creating Seabee's legacy as the longest running and most prolific gold mine in Saskatchewan's history. Mr. Bénard has many years of project & mine evaluation experience, particularly in China, Canada, USA, Mexico, the Middle East, and the Asia Pacific region. Mr. Bénard's expertise and experience in resource industry regulatory and compliance disciplines includes the commodities Magnetite, Silver, Copper, Zinc, Gold, Phosphate, Bauxite and the industrial minerals Kaolin and Magnesite.

Mr. Bénard's various consulting and management appointments recently include appointments as Chief Geologist for Morningstar Gold Ltd (Australia) from February 2012 to July 2012, Non-Executive Chairman for Consolidated Iron Sands Limited (Australia) from 2008 to October 2013, Non-Executive Chairman for Luzon Iron Development Group Corporation (Philippines) from April 2011 to October 2013, Mineral Resource Manager – Precious Metals SBU for Saudi Arabian Mining Company (Ma'aden) (Saudi Arabia) for two years to March 2014, and Geology Director for the Bissa Gold mine for Nord Gold N.V. (Burkina Faso) from March to July 2014.

Director – Peter Boonen

Peter Boonen, has been a director and acting Chairman of Key Capital since 1998. In recent years he has conceptualized, strategized and guided the Company in its current innovative resource industry funding initiatives. Over the past 35 years, Mr. Boonen has been either an advisor, consultant, funder, founder, shareholder, director, or officer of numerous private companies as well as a number of public companies in the US, UK, Canada, Australia, and South East Asia.,

In the 1980s, Mr. Boonen was a property developer and innovator in the liquor industry, and he also during the 1980s provided loan, risk, and valuation advice to Australia's largest non-institutional lender and to a number of banks and institutions for complex mining interests, property holdings, theme parks, and raceway loan facilities.

In the mining industry over the past 25 years, Mr. Boonen has participated in numerous financings as well as provided advisory services, recently providing advice to Central American and Eastern European interests on the restructuring of their respective mining laws and taxes. He advised a major international bank and a Zambia copper miner in a repositioning on the TSX providing the miner a better capital market platform to increase its market capitalization from under $40m to its ultimate takeover for $7.39 billion cash six and a half years later. Mr. Boonen has had interests in and funded gold and copper exploration projects in Australia, drilled for hydrocarbons in Western Australia, drilled 18 wells in a joint venture with Union Pacific Resources in the USA, and established the exploration of significant Philippine iron ore tenements. He has also recently secured funding facility agreements for a $250M sliver/lead/zinc operation in Eastern Europe and a $50M silver/lead/zinc mining opportunity in Mexico.

Through his corporate social commitments, Mr. Boonen's interests in the past five years have provided TB and AIDS medications to African and other communities and managed and funded re-afforestation and shoreline protection programs and over 30 school improvement projects in poor communities.

Control Persons:

Maxi Minerals Ltd (Controlled by Don Benard – Director) Hong Kong	7,300,000	19.96%
Maple Maps Ltd (Don Benard – Director) Hong Kong	1,000,000	2.73%
……		
Chris Nichols	4,680,000	12.80%

Scottsdale, AZ		
Jennifer Reilly Sydney, NSW, Australia	3,850,000	10.53%
Peter Boonen Antigua, Sacatepeguez, Guatemala	2,700,000	7.38%
Courage Corporation (Controlled by Dr. Allen Bain) London, UK	2,000,000	5.47%

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   Nil

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   Nil

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated;

   Nil

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

   Nil

C. Beneficial Shareholders.

Maxi Minerals Ltd (Controlled by Don Benard – Director) 11/F Beautiful Group Tower, #1102 77 Connaught Road Central, Hong Kong	7,300,000	19.96%
Maple Maps Ltd (Don Benard – Director) 11/F Beautiful Group Tower, #1102 77 Connaught Road Central, Hong Kong	1,000,000	2.73%
Chris Nichols 4300 N. Miller Road, Suite 230 Scottsdale, AZ 85251	4,680,000	12.80%
Jennifer Reilly Level 6, 50 Clarence Street	3,850,000	10.53%

Sydney, NSW 2000
Australia

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Joseph Pittera
Firm: Law offices of Joseph L. Pittera, Esq.
Address 1: 2214 Torrance Boulevard, # 101
Address 2: Torrance, California 90501
Phone: (310) 328-3588
Email: jpitteralaw@gmail.com

Accountant or Auditor
Name: Don Meyers
Firm: Don D, Meyers
Address 1: 749 E. Hampton Avenue
Address 2: Mesa, Arizona 85204
Phone: (480) 247-2001
Email: ddmeyers@cox.net

Investor Relations Consultant
Name: Chris Nichols
Firm: CEO at Key Capital Corporation
Address 1: 4300 N. Miller Road #230
Address 2: Scottsdale, Arizona 85251
Phone: (480) 745-2565
Email: info@keycapitalgroup.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Nil

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I Christopher Nichols certify that:

1. I have reviewed this annual disclosure statement of Key Capital Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14th, 2014



Chris Nichols
President/CEO

I Matthew Talbot certify that:

1. I have reviewed this annual disclosure statement of Key Capital Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14th, 2014



Matthew Talbot
Chief Financial Officer