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.

Date: April 11, 2016

//ss// Christopher Nichols

_____

Christopher Nichols
President and CEO

KEY CAPITAL CORPORATION

Balance Sheets

(Unaudited)

	December 31, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 602	$ 4,138
Short-term loans receivable	13,000	13,000
Prepaid expense	457,933	3,847
Long-Term Assets		
Investments in affiliates	-	500,000
Total Assets	$ 471,535	$ 520,985
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 547,223	$ 298,757
Accrued salary	481,946	168,680
Operational advances - related party	94,538	60,770
Convertible Notes	30,000	25,000
Total Current Liabilities	1,153,707	553,207
Stockholders' Equity		
Common Stock, authorized 300,000,000 shares, par value $0.001, issued and outstanding on December 31, 2015 and December 31, 2014 is 42,320,334 and 38,292,334 respectively	42,320	38,293
Paid in Capital	4,523,734	3,533,065
Outstanding Options	-	79,696
Accumulated deficit during development stage	(5,248,226)	(3,683,276)
Total stockholders' deficit	(682,172)	(32,222)
Total Liabilities and Stockholders' Deficit	$ 471,535	$ 520,985

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statements of Operation

(Unaudited)

	Year Ended	
	December 31, 2015	December 31, 2014
Income	$ -	$ 500,000
Operating Expenses		
General and administrative	82,128	134,972
Officer salary	432,000	279,000
Professional fees	6,015	16,828
Consulting fees	542,823	989,638
Total Expenses	1,062,966	1,420,438
Net Profit/(Loss) from Operations	(1,062,966)	(920,438)
Other Income and (Expenses)		
Impairment expense	(500,000)	-
Interest expense	(1,984)	(20,266)
Total Other Income and (Expenses)	(501,984)	(20,266)
Net Loss before Income Tax	(1,564,950)	(940,704)
Income tax	-	-
Net Income/(Loss)	$ (1,564,950)	$ (940,704)
(Loss) per share-basic	$ (0.04)	$ (0.03)
(Loss) per share-diluted	$ (0.04)	$ (0.03)
Weighted average number of shares:		
Basic	39,615,063	35,761,762
Diluted	40,635,063	37,411,762

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statement of Stockholders' Deficit
(Unaudited)

From 26-Jan-1996 (Inception) to 31-Dec-2015

	Common Stock		Paid in	Outstanding	Deficit Accumulated	Total
	Shares	Amount	Capital	Options	(Restated)	Equity
Balance, December 31, 2013	34,237,000	$34,237	$2,549,694	$ -	$(2,742,572)	$ (158,641)
Common shares issued for service	900,000	900	206,100			207,000
Common shares issued for cash for exercise of options	150,000	150	14,825			14,975
Common shares issued for service	96,000	96	4,704			4,800
Outstanding Options				79,696		79,696
Common shares issued for cash	60,000	60	14,940			15,000
Common shares issued for cash	60,000	60	14,940			15,000
Common shares issued for cash	40,000	40	9,960			10,000
Common shares issued for cash	100,000	100	49,900			50,000
Common shares issued for cash	100,000	100	49,900			50,000
Common shares issued for cash	2,000	2	998			1,000
Common shares issued for service	133,334	133	6,534			6,667
Common shares issued for cash	30,000	30	14,955			14,985
Common shares issued for cash	5,000	5	2,495			2,500
Common shares issued for cash	40,000	40	9,960			10,000
Common shares issued for cash	20,000	20	9,980			10,000
Common shares issued for cash	80,000	80	19,920			20,000
Common shares issued for cash	20,000	20	4,980			5,000
Common shares issued for service	80,000	80	19,920			20,000
Common shares issued for cash	40,000	40	9,960			10,000
Common shares issued for cash	20,000	20	4,980			5,000
Common shares issued for cash	26,000	26	6,474			6,500
Common shares issued for cash	43,000	43	6,457			6,500
Common shares issued for service	2,010,000	2,010	500,490			502,500
Net Loss					(940,704)	(940,704)
Balance, December 31, 2014	38,292,334	38,292	3,533,066	79,696	(3,683,276)	(32,222)
Exercise of Options	650,000	650	144,046	(79,696)		65,000
Common shares issued for cash	32,000	32	7,968			8,000
Common shares issued for cash	36,000	36	8,964			9,000
Common shares issued for Prepaid Consulting	800,000	800	199,200			200,000
Common shares issued for Prepaid Consulting	400,000	400	203,600			204,000
Common shares issued for Prepaid Consulting	500,000	500	249,500			250,000
Common shares issued for cash	120,000	120	29,880			30,000
Common shares issued for service	1,490,000	1,490	147,510			149,000
Net Loss					(1,564,950)	(1,564,950)
Balance, December 31, 2015	42,320,334	$42,320	$4,523,734	$ -	$(5,248,226)	$ (682,172)

The accompanying notes are an integral part of these statements

KEY CAPITAL CORPORATION

Statements of Cash Flow

(Unaudited)

	Year Ended	
	December 31, 2015	December 31, 2014
Operating Activities		
Net Profit / (Loss)	$ (1,564,950)	$ (940,704)
Adjustments to reconcile Net (Loss) to cash:		
Common stock issued for services	947,696	740,967
Stock Options issued for services	(79,696)	79,696
Non-cash investment in affiliate	-	(500,000)
Impairment of investment in affiliate	500,000	-
Changes in Assets and Liabilities		
(Increase)/decrease in prepaid expense	(454,086)	(3,847)
Increase/(decrease) in accrued salary	313,266	131,563
Increase/(decrease) in accounts payable and accrued liabilities	248,466	173,677
Net Cash (Used) by Operating Activities	(89,304)	(318,648)
Investment Activities		
Acqusition of plant, property and equipment	-	-
Cash (Used) by Investment Activities	-	-
Financing Activities		
Proceeds from sale of common stock	47,000	246,460
Operational advances	33,768	48,002
Notes payable-convertible	5,000	25,000
Cash Provided by Financing Activities	85,768	319,462
Net Increase/(Decrease) in Cash	(3,536)	814
Cash and Cash Equivalents, Beginning of Period	4,138	3,324
Cash and Cash Equivalents, End of Period	$ 602	$ 4,138
Supplemental disclosure cash flows for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Supplemental disclosure of non-cash financing:		
Stock issued for services	$ 947,696	$ 740,967
Stock issued to convert debt	$ -	$ -

The accompanying notes are an integral part of these statements

Key Capital Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
(December 31, 2015 and 2014)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

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

The Company is an investment banking business with its prime focus on the mining and resources industry financing sector.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The balance sheet presentation herein includes all assets and liabilities at historical cost. No costs for any past project development have been capitalized, and the Company over the past approximate three years has focused on the development of its resource industry structured financing and streaming business.

The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers & Directors, business consultants and vendors. The stock has been issued at the fair-valued-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

Accounting Basis

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Fiscal Year

The Company operates on a December 31 fiscal year end.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash equivalents include all highly liquid investments with maturity of three months or less.

Revenue Recognition

Revenues from services are recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, services have been rendered, payment has been contractually earned, and it is reasonably assured that the related receivable or unbilled revenue is collectable.

Advertising

Advertising and marketing costs are expensed as incurred. Marketing expense totaled $1,436 and $7,415 for the years ended December 31, 2015 and 2014 respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures, requires disclosing fair value to the extent practicable for financial instruments that are recognized or unrecognized in the balance sheet. Fair value of financial instruments is the amount at which the instruments could be exchanged in a current transaction between willing parties. The Company considers the carrying amounts of cash, certificates of deposit, accounts receivable, accounts payable, notes payable, related party and other payables, customer deposits, and short term loans approximate their fair values because of the short period of time between the origination of such instruments and their expected realization. The Company considers the carrying amount of notes payable to approximate their fair values based on the interest rates of the instruments and the current market rate of interest.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods reported.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Earnings (Loss) per Share

The basic earnings (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity.

The Company has a commitment to issue an additional 1,000,000 shares of common stock in the settlement of an outstanding accounts payable from 2009 and has included those instruments shares in its computation of the diluted loss per share.

Stock Based Compensation

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances the settlement of short-term loan arrangements. The applicable GAAP guidance establishes that share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

On January 1, 2014, the Company issued 400,000 one year options each to two officers of the Company which became immediately vested and were exercisable any time between January 1, 2014 and January 31, 2015 at $0.10 each. The options were issued as consideration for their respective continued commitment to the Company, and the fair value has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the Stock Price at the valuation date to $0.1035 per share because of the low volume and infrequent trading of the shares. Factors used in the calculation include a Risk-free Rate of 0.23% and Volatility of 414.56%. The options were exercised on January 15, 2015.

Risks and Uncertainties

The Company is subject to several categories of risk associated with activities. Mineral exploration and production is a speculative business and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating mineral deposits, future mining production, and cash flows, particularly with respect to properties that have not been fully proven with economic mineral reserves; access to additional capital; changes in the price of the underlying commodity; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

Mineral Property Costs

Mineral property exploration and development costs are expensed as incurred. Mineral property acquisition costs are initially capitalized when incurred. The Company assesses the carrying costs for impairment at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

To date the Company has experienced no environmental costs.

Asset Retirement Obligation

The Company records asset retirement obligations as a liability in the period in which a legal obligation associated with the retirement of tangible long-lived assets result from the acquisition, construction, development and/or normal use of the assets.

To date the Company has experienced no reclamation obligation.

Impairment of Long-Lived Assets

The Company reviews the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about future operating performance, and may differ from actual cash flows. Long-lived assets evaluated for impairment are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made.

On December 31, 2015, the Company impaired its entire investment of $500,000 in its associate GeoGlobal Resources Inc. There was zero impairment expense during the year ended December 31, 2014.

Recent Accounting Guidance

The Company has evaluated the recent accounting pronouncements through ASU 2015-17 and believes that none of the pronouncements will have a material effect on the company's financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of December 31, 2015, the Company has accumulated a loss of $5,248,226 most of which relates to the Company's activities before its refocus on its mining industry structured financing and streaming business during the past three fiscal years. The Company is dependent upon raising additional capital and without realization of such it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan.

As of the date of these statements, management is in continued discussions with a number of potential institutional funders, as well as several mining operations with which to partner by arranging institutional production funding and in return receive a percentage of the mineral production.

NOTE 4. EMPLOYMENT AND CONSULTING CONTRACTS

The Company entered into a three-year employment contract with the President/CEO beginning January 1, 2013 at $144,000 per year. The contract also provides for the reimbursement of preapproved expenses incurred, four weeks of vacation and 13 holidays. The contract also provides for additional compensation for continuous employment through the issuance of 300,000 shares of common stock at no cost after each anniversary year of continued employment up to a total of 1,500,000 shares. The Company recorded the issue of 300,000 shares on each of the anniversary years of employment.

On January 1, 2013, the Company entered into a six-year consulting contract with a Director of the Company to provide certain consultancy services. The agreement provides for a $12,000 monthly fee for the first six months and $15,000 per month thereafter. The agreement also provides for additional compensation for continuous consultancy through the issuance of 600,000 shares at no cost after the completion of each year of consultancy up to a total of 3,600,000 shares over a period of six years. The Company recorded the issue of 600,000 shares on each of the anniversary years of consultancy.

On April 1, 2013, the Company entered into two six-month consulting contracts for corporate officer services at $5,000 each. Each contract to be paid with 100,000 common shares at the rate of $0.05 per share or over a period of six months with 20,000 to be issued on May 1, 2013 and 16,000 shares on the first of each month thereafter with the final issuance on October 1, 2013. On July 10, 2013, the Company issued 52,000 shares on each of these contracts and on October 8, 2013, issued another 52,000 shares on each of these contracts which included 4,000 shares each as a deposit on a six months extension of the contracts so that 16,000 shares were issued monthly through April 1, 2014.

On October 21, 2013, the Company extended the terms of the consulting agreements for an additional two six-month periods to end on September 30, 2014. Each consultant received 100,000 common shares at $0.05 per share according to the original April 1, 2013 agreements. Additionally, as consideration for continued services as corporate officers, the Company issued on January 1, 2014, 400,000 one-year options exercisable at $0.10 per share to each consultant. Each option immediately vested and can be exercised at any time between January 1, 2014 and January 31, 2015. The fair value of the option has been recorded at $79,696. On January 15, 2015 the options were exercised.

On December 31, 2013, the Company recorded the issue of 48,000 shares each at the agreed to price of $0.05 per share. The shares were issued on February 4, 2014 along with an additional 48,000 shares each for payment thru March 31, 2014. On July 31, 2014, the Company recorded the issue of 66,667 shares on each of the two contracts for payment through July 2014.

On June 8, 2015, the Company recorded the issue of 800,000 common shares valued at $200,000 for a one year consulting contract to be expensed at the rate of $16,667 per month Beginning July 1, 2015. The contract also provides for a cash fee of $5,000 per month.

On September 3, 2015, the Company recorded the issue of 400,000 common shares valued at $204,000 for a fifteen month consulting contract to be allocated at the rate of $13,600 per month beginning with September 2015.

On November 6, 2015, the Company recorded the issue of 500,000 common shares valued at $250,000 for a six month consulting contract to be expensed at the rate of $41,667 per month beginning December 6, 2015.

NOTE 5. SHORT TERM LOANS RECEIVABLE AND DEVELOPMENT COSTS

During the third quarter of 2013, the Company has made certain unsecured short-term demand loans in the amount of $23,000 to an iron ore company expecting to complete negotiations of interests in its mining claims. During the fourth quarter of 2014, the Company recorded an allowance for doubtful accounts for the full amount of this receivable.

On June 6, 2013, an eighteen-month short-term demand loan in the amount of $16,000 was made to a third party who has the capacity to provide consulting services. On December 6, 2013, the party made a $3,000 payment on the loan leaving a balance of $13,000.

NOTE 6. NOTES PAYABLE AND OPERATIONAL LOANS--RELATED PARTY

During the period ended March 31, 2014, the Company received loans in the amount of $25,000 and has agreed to issue a convertible note wherein the note holder can convert the loan to 250,000 share of common stock if done prior to the extended date of June 30, 2016. Because of the low volume and infrequent trading history of the shares the Company believes that there is no intrinsic value to the convertible option.

Certain officers of the corporation have provided short term non-interest bearing operational loans to the company to finance day-to-day operations. A summary of operational loans and notes payable for the reported periods follows:

	December 31, 2015	December 31, 2014
Operational loans from Related Parties, zero interest		
Beginning period balance	$ 60,770	$ 12,767
Loan Increases	34,107	63,298
Less: Loan Payments	(339)	(15,295)
Total Operational Loans	$ 94,538	$ 60,770

	December 31, 2015	December 31, 2014
Demand Convertible Note:		
Zero interest	$ 30,000	$ 25,000

NOTE 7. STOCKHOLDERS' EQUITY

Common Stock

The Company is authorized to issue 300,000,000 common shares at a par value of $0.001 per share. On April 15, 2005, the Company executed a 1:15 reverse stock split resulting in a balance of 1,230,500 issued and outstanding as of that date. The results of the stock split has been retroactively applied to these statements

As of December 31, 2013, the Company has a total of 34,237,000 shares of common stock issued and outstanding.

During the first quarter of 2014, the Company recorded the issuance of 300,000 and 600,000 common shares for continuous employment and continuous consultancy on two separate contracts at the market price of $0.23 per share and 96,000 common shares or 48,000 shares each on two three-month consulting contracts. Additionally, the Company issued 150,000 common shares for the exercise of option at $0.10 per share.

During the second quarter of 2014, the Company issued 362,000 common shares in private placements for $141,000 cash and recorded the issue of 133,334 common shares at $0.05 per share for consulting services. The shares were issued July 1, 2014.

During the third quarter of 2014, the Company issued a total of 175,000 common shares for $57,485 cash.

During the fourth quarter of 2014, the Company issued 149,000 common shares in private placements for $33,000 cash and aggregate of 2,090,000 common shares for $522,500 in services. The shares were issued on January 1, 2015.

During the first quarter of 2015, the Company issued 650,000 common shares in the exercise of options at $0.10 per share for services.

During the second quarter of 2015, the Company issued 32,000 common shares for $8,000 cash and 800,000 common shares for $200,000 prepaid consulting fees beginning July 1, 2015 and to continue for twelve months.

During the third quarter of 2015, the Company issued 36,000 common shares for $9,000 cash and 400,000 common shares for $204,000 prepaid consulting fees beginning September 1, 2015 and to continue for an additional fourteen months.

During the fourth quarter of 2015, the Company issued 120,000 common shares for $30,000 cash in private placements, 500,000 common shares for $250,000 prepaid consulting fees beginning November 6, 2015 and to continue for a total of six months, and recorded the issue of 1,490,000 common shares valued at $0.10 per share under performance contracts. The shares were issued January 1, 2016.

Stock Options:

On January 1, 2014, as consideration for continued services as corporate officers, the Company issued 400,000 one year options exercisable at $0.10 per share to each consultant. Each option became immediately vested and can be exercised at any time between January 1, 2014 and December 31, 2014. On December 31, 2014, the Company extended the exercise date to January 31, 2015. The fair value of the options has been recorded at $79,696. The Company used the Black-Scholes pricing model and discounted the $0.23 Stock Price at the valuation date to $0.1035 per share to compensate for the non-representative volatility resulting from the low volume and infrequent trading history of the shares factors used in the calculation include a Discount of 55%, a Risk-free Rate of 0.23% and Volatility of 414.56%. As of January 15, 2015 the options have been fully exercised.

NOTE 8. PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740 “Income Taxes” which requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

The standard requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company’s opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is $1,836,879 which is calculated by multiplying a 35% estimated tax rate by the cumulative NOL of $5,248,226. The total valuation allowance is a comparable $1,836,879.

Details for the years ended December 31, 2015 and the restated year ended December 31, 2014 follow:

	December 31, 2015	December 31, 2014
Deferred Tax Asset	$ 547,733	$ 329,246
Valuation Allowance	(547,733)	(329,246)
Current Taxes Payable	-	-
Income Tax Expense	$ -	$ -

Below is a chart showing the estimated federal net operating losses and the years in which they will expire.

Year	Amount	Expiration
2004	1,231	2024
2005	400,000	2025
2006	750,000	2026
2007	540,000	2027
2008	50,000	2028
2009	160,000	2029
2010	100,000	2030
2011	225,000	2031
2012	92,086	2032
2013	424,255	2033
2014	940,704	2034
2015	1,564,950	2035
Total	$ 5,248,226	

NOTE 9. INVESTMENT IN AFFILIATE AND SUBSEQUENT IMPAIRMENT

On August 24, 2014, the Company entered into a stock purchase agreement by accepting a debt settlement agreement from GeoGlobal Resources, Inc. (“GeoGlobal”) for consulting services rendered by the Company in the aggregate amount of $500,000. Services provided to GeoGlobal included assistance in avoiding bankruptcy protection, the loss of remaining assets, the arrangement of short term operation funding, the acquisition of working capital loans, extensive corporate services, initiation of legal process, and extensive due diligence required to proceed with financing arrangements.

The Company received an approximate 64.3% interest in GeoGlobal in the form of 900,000 Series-A Preferred Shares of Stock in GeoGlobal in settlement of the $500,000 for services rendered. Each share of GeoGlobal’s Series A Preferred Stock is convertible at any time by the Holder into 300 shares of GeoGlobal common stock. Each Series-A Preferred Share also carries with it 300 votes on all matters submitted for stockholder approval.

The agreement also contains a performance condition wherein the Company agrees to subscribe to 100,000 shares of Series B Preferred Shares, each share convertible to 300 shares of Common Stock, at the purchase price of $30 per share for a total of $3,000,000. As a minimum, the Company shall subscribe to the Series B Preferred Shares in tranches of 20,000 shares each at six-month intervals with the first tranche due and payable February 24, 2015. If the Company does not purchase the additional Series B Preferred Shares then it is obligated to transfer 750,000 Series A Preferred Shares back to GeoGlobal. The Company is reporting the $3,000,000 as a contingent liability.

On February 18, 2015, the Company settled its first $600,000 tranche for the purchase of 20,000 Class B Preferred Shares of GeoGlobal pursuant to its August 24, 2014 agreement wherein it will purchase an aggregate of 100,000 Class B Preferred Shares in blocks of 20,000 shares each every six months at a total investment of $3,000,000.

The former CEO of GeoGlobal is currently representing the Key Capital Agreements and entitlements to be void, and is seeking to control GeoGlobal's business interests in India without legitimate board or corporate authority creating a hostile environment in which the Company is attempting to exercise its ownership and entitlement rights as well as its accounting responsibilities. The Company is currently actively pursuing its rights.

Because of the hostile environment that exists with GeoGlobal the Company had used the actual incurred cost of $500,000 in services rendered as its provisional valuation of its investment. On December 31, 2015 the Company decided to completely impair its interest in GeoGlobal unless or until it can succeed in the enforcement of its rights.