

# KEY CAPITAL CORPORATION

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

## COMPANY INFORMATION AND DISCLOSURE STATEMENT

### *Period ending June 30, 2018*

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](mailto:info@keycapitalgroup.com)  
Website: [www.keycapitalgroup.com](http://www.keycapitalgroup.com)

##### Corporate - Contact

Christopher Nichols  
Key Capital Corporation  
4300 N. Miller Road, Suite 230, Scottsdale, AZ 85251  
Phone: (480) 745-2565  
Email: [chris@keycapitalgroup.com](mailto:chris@keycapitalgroup.com)  
Website(s): [www.keycapitalgroup.com](http://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: June 30, 2018  
Total shares outstanding: 46,187,694 as of: June 30, 2018

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 46,187,694 shares, 8,220,500 are unrestricted regular shares, and the balance of the issued and outstanding shares, 37,967,194, 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 as Private Placements pursuant to Section 4(a)(2) Private Placement provision and pursuant to Rule 701 Employee Benefit Plan - in chronological order.

|         |                                                                                                                                                                                                                                                             |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2016 Q3 | Section 4(a)(2) Private Placement, 121,800 Restricted Shares in consideration of \$30,450                                                                                                                                                                   |
| 2016 Q4 | Section 4(a)(2) Private Placement, 21,000 Restricted Shares in consideration of \$2,100 and Rule 701 Employee Benefit Plan 1,550,000 total Restricted Shares                                                                                                |
| 2017 Q1 | Section 4(a)(2) Private Placement, 117,200 Restricted Shares in consideration of \$29,300                                                                                                                                                                   |
| 2017 Q2 | Section 4(a)(2) Private Placement, 14,000 Restricted Shares in consideration of \$3,500                                                                                                                                                                     |
| 2017 Q3 | Section 4(a)(2) Private Placement, 32,600 Restricted Shares in consideration of \$8,150                                                                                                                                                                     |
| 2017 Q4 | Section 4(a)(2) Private Placement, 94,333 Restricted Shares in consideration of \$27,550, 35,233 shares to a single shareholder to reconcile shares issued to agreed upon issue price, and Rule 701 Employee Benefit Plan 1,250,000 total Restricted Shares |
| 2018 Q1 | Section 4(a)(2) Private Placement, 159,860 Restricted Shares in consideration of \$39,965                                                                                                                                                                   |
| 2018 Q2 | Section 4(a)(2) Private Placement, 20,000 Restricted Shares in consideration of \$5,000                                                                                                                                                                     |

- A. Any jurisdictions where the offering was registered or qualified;  
     Nil – Not applicable, the Company has not engaged in any offering
- B. The number of shares offered;  
     Nil – Not Applicable
- 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 2018 Q2 Statements have been posted to OTC Markets.

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

- A. Description of the issuer's business operations;

Key Capital is building a diversified investment banking business with a focus in four major sectors:

1. Resources
2. Life Sciences
3. FinTech
4. Property

1. Resources:

Currently, the resource sector is where the Company has been largely focused through endeavor to build a minerals bank of accretive revenue-streaming interests from mined commodities and energy production. Through provision of structured third party loan financing of mining and energy production projects Key Capital seeks to retain life-of-mine interests in the production of mines containing gold, silver, or base metals, or in energy products.

While the larger mine operators continue to have funding options, mid-market mining and energy companies have far fewer. Having identified this void, Key Capital seeks to work with these mid-market companies through the acquisition of an interest in their mine or energy production negotiated on a case-by-case basis. Key Capital then seeks to arrange the securitized financing required to enable commencement or expansion of commercial production.

The Company's approach to resource industry project funding is based upon a hybrid version of metals streaming, 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 offers a sum of capital and/or shares upfront, often prior to the construction of mine infrastructure, in exchange for a mine life interest in production once that mine enters production.

Key Capital employs a hybrid case-by-case approach through alternative structured mine production financing arrangements that secure a life of mine interest in all commodity production. This approach can provide mid-market mining and energy production companies the opportunity to achieve early production, despite the unknown future value of any additional reserves beyond those technically established as feasibly minable or producing at the time of financing.

Key Capital structured finance 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.

The Company currently has a number of resource and energy industry projects that it has entered into financing agreements with conditional upon continued due diligence. The Company is also in advanced stage of partnering significant debt facility partners that will enable the funding of a number of the resource projects if proceeded.

The Company to date has spent considerable time and resources on developing its structured financing business. While the Company expects clients to cover certain development costs on a project-by-project basis, to date the Company has carried all costs, and may not be reimbursed on any of these.

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

Since the financing agreements are based on projected commodity output, the upside for Key Capital is potentially large if actual commodity production were to exceed the projected output or the market price of the respective commodities were to rise. The structured commercial production financing enables both Key Capital and its mid-market partners to leverage capital to achieve their respective goals and potentially deliver strong ROIs.

The Company has also entered into agreement with Belize based Crypto Investor, Inc. through which the Company has agreed to provide pre-purchased gold from its operations conditional upon payment by Crypto Investor, Inc.

## 2. Life Sciences

The Company in March 2017 announced a licensing agreement with Immunitor Inc. for rights to immunotherapy vaccines to treat a variety of conditions, initially for the territory of Guatemala and Costa Rica.

The Company's main focus will firstly be on lead product Hepko-V5, an oral immunotherapeutic vaccine, that has demonstrated extraordinary and unprecedented success as reported in a recent open-label Phase II study conducted in 75 patients with late stage hepatocellular carcinoma (HCC).

This study confirmed 90% of patients were alive after a median 12 months of follow up, as reported in open access Journal of Hepatocellular Carcinoma ([https://www.dovepress.com/articles.php?article\\_id=32377](https://www.dovepress.com/articles.php?article_id=32377)). The study showed that the once-daily tablet of Immunitor Inc's oral immunotherapeutic vaccine, hepcortespensilisimut-L (Hepko-V5), was safe and highly effective in treating patients with advanced liver cancer - inoperable hepatocellular carcinoma (HCC). This study has also shown that after a median two months of treatment 50 out of 75 patients had their hepatic tumor marker, alpha-fetoprotein or AFP, decline, which indicates that two thirds of the study population responded to immunotherapy, since the decrease in AFP was correlated with tumor shrinkage. Those who had AFP down to normal levels experienced tumor clearance, implying that they were cured. There were 12 patients (16%) in the study who ended up with normalized AFP below 10 IU/ml. No adverse events or toxicity were observed at any time – an observation in line with the experience in over 10,000 people who took V5 for the past 15 years in more than 30 countries for clinical indications such as liver cirrhosis and hepatitis.

Considering that no validated immunotherapy for liver cancer has emerged after 20 years of research efforts, these results are highly promising. An ongoing Phase III study at the Mongolian National Cancer Center is aimed to confirm the potential of hepcorespenlisimut-L in placebo-controlled, randomized setting.

The Company currently seeking partnering agreements for patient treatment in Guatemala and Costa Rica.

### 3. Fintech

The Company continues to explore opportunities and is negotiating potential partnering in the Fintech sector. The Company has entered into a development and licensing agreement with Belize based Crypto Investor, Inc. Under the terms of the agreement Key Capital will provide consulting services to Crypto Investor, Inc. initiatives in providing services and advisory with regard to the security for certain blockchain and cryptocurrency operations. Further the Company has agreed to exclusively license all future security related product that it may develop with regards specifically to blockchain and cryptocurrencies.

### 4. Property

The Company is also investigating global property development and investment opportunities.

#### Competitive position analysis:

##### *Strengths – Internal*

- Proven business model
- Passion and vision
- Industry experience and expertise
- Product innovation
- Industry contacts – finance, mining, life sciences, fintech, and property.
- Timely product offering
- Product advantages
- Major potential client base
- Website marketing strategy
- Experienced management team
- Diversification strategy

##### *Strengths – External*

- Investment banking is a high value, high growth global industry
- All mining companies seek financing, especially mid-market miners
- Many development stage life sciences companies seek financing
- Limited competition in the junior to mid-market mining sector
- Numerous property investment and development opportunities globally
- 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 potential partners and other investment opportunities in funding applications

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

#### *Threats*

- Downturn in mining industry
- Global economic deterioration
- Downturn in commodity prices
- Downturn in investment market sector

#### Methods of Competition

#### *Marketing Strategy*

##### 1. Resources

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 mid-market operators seeking funding to bring their mine projects into production.

There are many of these mid-market 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 mining and energy companies regarding potential funding relationships. The Company plans to expand its sales activities over the current year through appointed representatives and its website and by attending leading international mining sector annual trade shows.

The Company is currently in process of finalizing the first stage of its gold pre-purchase agreement with Crypto Investor, Inc., for an initial total US\$9 million.

##### 2. Life Sciences

As the Hepko-V5 immunotherapy has already demonstrated unprecedented success in the treatment of liver cancer, the Company believes that establishing treatment facilities to address the unmet need for people diagnosed with especially advanced and terminal liver cancer would represent a significant marketing opportunity. The Company has commenced discussion regarding potential partnering in Guatemala with established medical and treatment facilities that would potentially see the establishment of a world-class cancer treatment center with an early focus on the treatment of liver cancer.

##### 3. Fintech

The Company is currently actively involved in the integration, development, and advisory regarding ultra-secure technologies to be provided for blockchain and cryptocurrency initiatives through its agreement with Crypto Investor, Inc.

##### 4. Property

The Company is still in process of exploring opportunities.

#### *Deal Strategy*

## 1. Resources

The Company seeks to arrange structured financing for mid-market mine operators who are in the early stages of development and 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 up to a 50% interest in each client's mine production for the life of the respective mine. The Company's innovative structured financing 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.

The Company aims to establish an industry presence and brand name through direct initiatives and through its website in order to attract inquiry from the many mid-market mine operators seeking project funding.

### Plan of Operation for the next twelve months

To date the Company's structured financing for its resource project candidates has been well received by mining and energy companies, particularly those with which the Company has entered into conditional agreements.

The Company has identified a niche market within the mid-market mining and energy sectors of the resources market where these companies as they progress their mine or energy project viability studies are actively seeking funding for their plant and infrastructure to enable production. The Company's approach to offering the arrangement of project funding to this mid-market sector in return for a life of mine interest in production has been very well received and the market need for such financings is global and extensive.

The Company has the financial, and analytical expertise to assist potential client companies in the preparation of funding submissions and further has assembled a team 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 actively solicits 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.

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

With regard to its Life Sciences division, the Company seeks to initially secure partnering with established treatment centers in Guatemala and/or Costa Rica

### 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 6199 – Finance Services

The Secondary SIC Code is 6795 – Mineral Royalty Traders

### D. Issuer's fiscal year end date;

December 31<sup>st</sup>

E. Principal products or services, and their markets;

Resources: The Company offers the arrangement of plant and infrastructure structured financing to mining and energy 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 the many mid-market mining companies that have advanced their exploration or operations 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 agents that seek globally to secure introduction to the Company's leveraged financing opportunity.

Life Sciences: With regard to the licensed lead product Hepko-V5, there is no other product on the market anywhere that has demonstrated the safety and efficacy that this product has demonstrated to date in patients with advanced or terminal liver cancer.

Hepatocellular carcinoma (HCC) (Liver Cancer) is the second most common cause of death from cancer, estimated to be responsible for 818,000 deaths or 9.9% of total cancer fatalities in 2013.<sup>1</sup> Even though the incidence of HCC is low in North America and most of Europe, it has almost doubled in these places since the 1990s. Liver cancer is largely a problem of countries in East Asia and sub-Saharan Africa where 83% (50% in China alone) of the estimated 792,000 new cases occurred in 2013.

**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:

**Director – Christopher Nichols**

Chris Nichols is a seasoned, experienced executive who has been the Vice President, Internet Services, for Key Capital since 2001 and was appointed to the Board in January 2012. 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. 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 services to the 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 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 – Peter Boonen

Mr. Boonen has worked across multiple industry sectors over the past 40 years in emerging-growth, private and public companies in the US, UK, Canada and Australia. He is broadly recognized as a strategist, corporate problem solver and is well regarded for tackling complex challenges.

Mr. Boonen is an active supporter of welfare causes internationally. His corporate interests have financially supported many community development programs in developing countries, especially those directly promoting health, education and living conditions in African and Asia Pacific countries, providing medications for particularly TB and AIDS, improvements to over thirty school facilities and to numerous public health facilities, as well as in agricultural, foreshore reclamation and reforestation initiatives.

### Control Persons:

|                                           |           |       |
|-------------------------------------------|-----------|-------|
| Maxi Minerals Ltd<br>Hong Kong            | 7,300,000 | 15.8% |
| Chris Nichols<br>Scottsdale, AZ           | 5,713,333 | 12.4% |
| Peter Boonen<br>Antigua, Guatemala        | 5,100,000 | 11.0% |
| Jennifer Reilly<br>Sydney, NSW, Australia | 3,850,000 | 8.3%  |

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<br>11/F Beautiful Group Tower, #1102<br>77 Connaught Road Central, Hong Kong | 7,300,000 | 15.8% |
| Chris Nichols<br>4300 N. Miller Road, Suite 230<br>Scottsdale, AZ 85251                        | 5,713,333 | 12.4% |
| Peter Boonen<br>4300 N. Miller Road, Suite 230<br>Scottsdale, AZ 85251                         | 5,100,000 | 11.0% |
| Jennifer Reilly<br>Level 6, 50 Clarence Street<br>Sydney, NSW 2000<br>Australia                | 3,850,000 | 8.3%  |

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: Frederick Bauman  
Firm: Bauman and Associates  
Address 1: 6440 Sky Pointe Dr., Ste 140-149  
Address 2: Las Vegas, NV 89131  
Phone: (702) 533-8372  
Email: fred@lawbauman.com

Accountant or Auditor

Name: Don Meyers  
Firm: Don D, Meyers  
Address 1: 1579 Parkway Court  
Address 2: Saratoga Springs, Utah 84045  
Phone: (480) 646-2338 Email: larenadon@gmail.com

Investor Relations

TBA

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.

August 14, 2018



Chris Nichols  
Director

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.

August 14, 2018



Matthew Talbot  
Chief Financial Officer