

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Key Capital Corporation**

A Georgia Corporation

2375 East Camelback Rd

Suite 600

Phoenix, AZ 85016

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480-745-2565

keycapitalgroup.com

info@keycapitalgroup.com

SIC Code 6199

Quarterly Report

For the Period Ending: September 30, 2019

(the "Reporting Period")

As of September 30, 2019, the number of shares outstanding of our Common Stock was: 46,022,833

As of December 31, 2018, the number of shares outstanding of our Common Stock was: 46,022,833

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

n/a

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Current since April 13, 1998:	Key Capital Corporation (active)
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.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

## 2) Security Information

Trading symbol:	<u>KCPC</u>	
Exact title and class of securities outstanding:	<u>Common Shares</u>	
CUSIP:	<u>493074207</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>300,000,000</u>	as of date: <u>September 30, 2019</u>
Total shares outstanding:	<u>46,022,833</u>	as of date: <u>September 30, 2019</u>
Number of shares in the Public Float <sup>2</sup> :	<u>1,817,157</u>	as of date: <u>September 30, 2019</u>
Total number of shareholders of record:	<u>46,022,833</u>	as of date: <u>September 30, 2019</u>

*Additional class of securities (if any):*

Nil

### Transfer Agent

Name: Signature Stock Transfer, Inc.  
Phone: 972-612-4120  
Email: jason@signaturestocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of September 30, 2017	<u>Opening Balance:</u> Common: 43,540,500 Preferred: Nil								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
12/11/2017	New Issuance	64,000	Common Stock	\$0.25	Yes	Tony Maimone	\$16,000 Cash	Restricted	Section 4(a)(2)
12/29/2017	New Issuance	40,000	Common Stock	\$0.25	Yes	Integrative Business Alliance LLC	\$10,000 Cash	Unrestricted	Section 4(a)(2)
12/31/2017	New Issuance	53,3333	Common Stock	\$0.15	Yes	Steve Weitzman	\$8,000 Cash	Restricted	Section 4(a)(2)
1/1/2018	New Issuance	350,000	Common Stock	\$2.74	No	Matt Talbot	Employee services	Restricted	Rule 701 Employee Benefit Plan
1/1/2018	New Issuance	300,000	Common Stock	\$2.74	No	Chris Nichols	Employee services	Restricted	Rule 701 Employee Benefit Plan
1/1/2018	New Issuance	600,000	Common Stock	\$2.74	No	Peter Boonen	Employee services	Restricted	Rule 701 Employee Benefit Plan
1/12/2018	New Issuance	20,000	Common Stock	\$0.25	Yes	Richard Huang	\$5,000 Cash	Restricted	Section 4(a)(2)
2/14/2018	New Issuance	400,000	Common Stock	\$0.25	Yes	Benjamin Traub	Services provided	Restricted	Section 4(a)(2)
2/20/2018	New Issuance	50,000	Common Stock	\$0.25	Yes	Rebel Innovations	Services provided	Restricted	Section 4(a)(2)
2/27/2018	New Issuance	100,000	Common Stock	\$0.25	Yes	Tony Maimone	\$25,000 Cash	Restricted	Section 4(a)(2)

3/1/18	New Issuance	25,000	Common Stock	\$0.25	Yes	Drew Scott Phillips	\$6,250 Cash	Restricted	Section 4(a)(2)
Shares Outstanding on September 30, 2019	<u>Ending Balance:</u> Common: 46,022,833 Preferred: Nil								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

Nil

#### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued through Sep 30, 2019 (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
4/4/2018	\$25,000	\$25,000	\$3,726	4/4/2020	50% discount to the VWAP of the Company share trades of the 30-day period immediately prior to exercise	Zac Logan	Loan
5/8/2018	\$10,000	\$10,000	\$1,397	5/8/2020	50% discount to the VWAP of the Company share trades of the 30-day period immediately prior to exercise	Zac Logan	Loan
8/20/2018	\$7,500	\$7,500	\$834	8/20/2020	50% discount to the VWAP of the Company share trades of the 30-day period immediately prior to exercise	Zac Logan	Loan

Use the space below to provide any additional details, including footnotes to the table above:

Nil

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Matt Talbot  
Relationship to Issuer: Consultant

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Financial statements filed through OTCIQ.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no 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, hepcortespenlisimut-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 hepcortespenlisimut-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. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Nil

- C. Describe the issuers' 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.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Maxi Minerals Ltd	Owner	Hong Kong	7,300,000	Common Stock	15.9%	Controlled by Don Benard former Director
Chris Nichols	CEO	Pheonix, AZ	6,013,333	Common Stock	13.1%	
Peter Boonen	Director	Sydney, Australia	5,700,000	Common Stock	12.4%	
Jennifer Reilly	Owner	Sydney, Australia	3,850,000	Common Stock	8.4%	
Matt Talbot	Director	San Francisco, CA	2,166,667	Common Stock	4.7%	

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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; or

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

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

Nil

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Ken Bart  
Firm: Bart and Associates, LLC  
Address 1: 1213 Culbreth Drive, Suite 346  
Address 2: Wilmington, NC 28405  
Phone: 720-528-7765  
Email: kbart@kennethbartesq.com

### Accountant or Auditor

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

### Investor Relations Consultant

TBA

### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Nil

#### 10) Issuer Certification

*Principal Executive Officer:*

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, Chris Nichols certify that:

1. I have reviewed this quarterly 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 14, 2019

