BC FORM 53-901F
(previously Form 27)

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

Item 1 **Reporting Issuer**

Key Capital Group Inc.
Box 38, Suite 1370, 1140 West Pender Street
Vancouver, B.C., V6E 4G1

Telephone: (604) 688-8656

Item 2. **Date of Material Change**

June 13, 2002

Item 3. **Press Release**

June 12, 2002

Item 4. **Summary of Material Change**

Key Capital Group Inc. (the "Company") announced that the Company is now interlisted on the Frankfurt Stock Exchange and will commence trading on June 13, 2002 under the symbol "**KCG**".

Item 5. **Full Description of Material Change**

See attached press release dated June 12, 2002.

Item 6. **Reliance on Section 85(2) of the Act**

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Senior Officers**

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Mr. David McLeod
President
Box 38, Suite 1370, 1140 West Pender Street
Vancouver, B.C., V6E 4G1

Telephone: (604) 688-8656

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

June 13, 2002	"Simon Ma"
Date	Signature
	Simon Ma
	Name
	Director
	Position
	Vancouver, B.C.
	Place of Declaration

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE APPLICABLE SECURITIES LEGISLATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

NEWS RELEASE

NR02-12

June 12, 2002

Trading Symbol: CDNX/TSX-KYC

Key Capital Begins Trading on the Frankfurt Stock Exchange on June 13, 2002

Key Capital Group Inc. (the "Company") is pleased to announce that the Company is now interlisted on the Frankfurt Stock Exchange and will commence trading on June 13, 2002 under the symbol "**KCG**".

By joining the Frankfurt Stock Exchange, Key Capital is able to position itself globally to gain international exposure and recognition of the Company's energy and power related component technologies. Obtaining a listing in Frankfurt will also allow European investors to trade the Company's shares in a market more familiar to them. Key Capital anticipates that the Company's focus on the development and commercialization of energy and power related component technologies would be especially appealing to the European market which has a high level of awareness and understanding of the Alternative Energy sector.

We would like to thank our sponsor, Kling Jelko Wertpapierhandelbank, AG (KJD) and Mr. Alexander Wurm of Euromerica Capital Group Inc. for their assistance in qualifying for the listing and the consistent high level of professional advice given during the process. Mr. Wurm has a degree in International Business from Eramus University of Rottterdam, Netherlands, and has worked in finance and management consulting for many years. He has developed his own consulting business in Vancouver, Canada and Frankfurt, Germany to help companies expand in both countries. In 2001, Mr. Wurm was awarded Entrepreneur of the Year in British Columbia.

Key Capital Group Inc. is a Canadian corporation involved in the "Alternative Energy" field. The Company has the worldwide rights to develop, commercialize and market a patented fast charging battery algorithm called **AccelrateÔ**. This unique way of charging allows for batteries to be fast charged without causing any damage. In fact, Key Capital has proven that the charged batteries will actually have longer lifetimes because of **AccelrateÔ's** unique charging methodology. The Company has also demonstrated that the **AccelrateÔ** technology will charge lead acid batteries up to 80% faster than conventional chargers.

Key Capital Group recently announced the signing of an “Agreement in Principle” (“Agreement”) with Power Technology Inc. of USA to license their Advanced Lead Acid Battery Technology (“Battery Technology”) to develop, commercialize and market an “**Energy Package**” targeted towards the Electric Bike Market. In addition, Key Capital will be granted exclusive rights to develop and commercialize Power Technology’s Battery Technology for the Traction Market. This patented Battery Technology allows for a reduction of weight and volume of batteries by 30 to 50 % through alteration of their mechanical structure. Key Capital feels that incorporating its unique **AccelrateÔ** Algorithm with the complementary Advanced Lead Acid Battery Technology into an “**Energy Package**” will position the Company as a leader in the Alternative Energy sector.

ON BEHALF OF THE BOARD OF DIRECTORS OF KEY CAPITAL GROUP INC.

David McLeod, President

Contact Information: Mr. David McLeod, President
Telephone: (604) 688-8656 Email: david@keycapital.net

Certain statements in this press release are forward-looking in nature, and, accordingly, are subject to risks and uncertainties. The actual results may differ materially from those described or contemplated.