Form 51-102F3
Material Change Report

1. Name and Address of Company

Key Venture Capital Inc.
311 – 4111 Hasting St.
Burnaby, B.C. V5C 6T7

2. Date of Material Change

October 16, 2013

3. News Release

A press release dated October 16, 2013 was disseminated through Market News and Stockwatch and filed via SEDAR on October 16, 2013.

4. Summary of the Material Change

KEY VENTURE CAPITAL TERMINATES AGREEMENT AND ANNOUNCES TRANSFER TO NEX

5. Full Description of the Material Change

Vancouver, British Columbia – Key Venture Capital Inc. (the "Company"), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the "TSXV"), announces that it has terminated the letter of intent entered into with Vitasound Audio Inc. dated August 27, 2012 (the "LOI"). The Company had intended to use the LOI as its Qualifying Transaction (as that term is defined in TSXV policies).

The Company has applied for the reinstatement to trading and the transfer of the listing of its common shares to the NEX board of the TSXV due to its failure to complete a Qualifying Transaction within the time period allotted by the TSXV. In connection with the transfer to NEX, an aggregate of 1,000,000 seed shares of the Company held in escrow by certain non-arm's length parties have been cancelled in accordance with the policies of the TSXV.

The Company obtained the requisite shareholder approval for both the transfer to NEX and the cancelling of certain escrow shares at its annual and special meeting of its shareholders held on October 1, 2013.

The Company's listing will transfer to the NEX under the trading symbol KVC.H. The Company's tier classification will change from Tier 2 to NEX. The Exchange has advised that soon after the dissemination of this news release that the transfer to NEX and reinstatement to trading will occur when it issues an Exchange bulletin.

The Company intends to continue to pursue potential Qualifying Transaction opportunities while listed on the NEX. The Company remains available for discussions, open to negotiations and welcomes contact from any parties wishing to pursue a transaction which would result in the Company completing a Qualifying Transaction and satisfying TSXV listing requirements.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Sophia Leung, CEO and Director
Phone: (604) 222-8458
Email: sophiaml@telus.net

9. Date of Report

October 16, 2013