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

April 23, 2014

3. News Release

A press release dated April 23, 2014 was disseminated through Market News and Stockwatch and filed via SEDAR on April 23, 2014.

4. Summary of the Material Change

QUALIFYING TRANSACTION COMPLETED, DELIST

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”), is pleased to announce that the TSXV has accepted for filing the Company's Qualifying Transaction described in its Information Circular dated March 10, 2014.

Effective Tuesday, April 22, 2014, the common shares were delisted from the TSXV at the request of the Company, the Company having completed its Qualifying Transaction via a private placement with Boxxer Gold Corp. ("BXX").

TSXV Majority of Minority approval has been obtained at the Company's annual and special meeting of shareholders held on April 14, 2014. As a result, the Company has acquired 2,460,000 common shares ("BXX Shares") and 2,460,000 common share purchase warrants ("BXX Warrants") in the capital of BXX which have been distributed pro rata to the shareholders of the Company.

Following completion of the distribution of the BXX Shares and BXX Warrants and the delisting of the Company's shares, the Company will be dissolved and all outstanding equity rights in the Company will be cancelled.

For further information please review the Company's press release dated January 30, 2014.

Boxxer Gold Corp. is a Canadian junior resource company trading on the TSXV under the symbol “BXX” and is involved in the exploration for large polymetallic copper deposits in North America. Boxxer's active projects include the Boss and Buena Vista copper projects in the state of Nevada, the Empire copper-gold-silver property in Idaho, the DOK copper-gold porphyry property in Northwest B.C., and the East Breccia copper-silver-molybdenum property in Ontario. Boxxer also has the Gordon Lake gold project located 110 kilometres north of Yellowknife NWT, Canada.

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

April 23, 2014