

AMENDED FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Subscribe Technologies Inc., formerly Surrey Capital Corp. (the "Issuer").

Trading Symbol: SYC.

Date: January 6, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: November 2, 2016.

Issued and Outstanding Securities of Issuer Prior to Issuance: 15,977,670.

Date of News Release Announcing Private Placement: November 2, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.015.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
Harvey Dick	6,700,000	\$0.03	N/A	s.2.5 of NI 45-106	Nil		Director
W. Ward Munsie	250,000	\$0.03	N/A	s.2.5 of NI 45-106	Nil		Director
One placee	100,000	\$0.03	N/A	s.2.5 of NI 45-106	Nil		
Six placees	1,309,500	\$0.03	N/A	BCI 45-434	Nil		
Eight placees	1,540,500	\$0.03	N/A	s.2.3 of NI 45-106	Nil		

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$297,000.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. Expenses related to the acquisition of the bContact assets \$15,000; research and development \$10,000; sales and marketing \$50,000; general administration and working capital \$132,000; unallocated cash \$90,000.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class Common shares.
 - (b) Number 9,900,000.
 - (c) Price per security \$0.03.
 - (d) Voting rights One vote per common share.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number Nil.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
 - (c) Exercise price _____
 - (d) Expiry date _____

7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A.
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
Leede Jones Gable Inc., Suite 1800, 1140 West Pender St., Vancouver, BC V6E 4G1.
 - (b) Cash \$6,000.
 - (c) Securities 200,000 share purchase warrants entitling the holder to purchase 200,000 common shares.
 - (d) Other N/A.
 - (e) Expiry date of any options, warrants etc. December 29, 2021, subject to an accelerated expiry provision.
 - (f) Exercise price of any options, warrants etc. \$0.10 per common share.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship:
Leede Jones Gable Inc. is not a Related Person of the Issuer and has no other relationship with the Issuer.
- _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- N/A.

11. State whether the private placement will result in a change of control.

The private placement will not result in a change of control.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.
-

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: All domain names, application source code, website content, documentation, marketing materials, trademarks (if any), and associated goodwill related to bContact, which is a cloud-based, easy to use business management solution.
-

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: Pursuant to an asset purchase agreement dated November 15, 2016 between the Issuer and Paul Dickson the Issuer acquired the bContact assets. At the time of entering into the asset purchase agreement Mr. Dickson was not a Related Person of the Issuer.
-

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$60,000 in common shares.
- (b) Cash: Nil.

- (c) Securities (including options, warrants etc.) and dollar value: 2,000,000 common shares at a deemed price of \$0.03 per share.
 - (d) Other: N/A.
 - (e) Expiry date of options, warrants, etc. if any: N/A.
 - (f) Exercise price of options, warrants, etc. if any: N/A.
 - (g) Work commitments: N/A.
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Paul Dickson	2,000,000 common shares	\$0.03 (deemed)	N/A	s. 2.5 of NI 45-106	Nil	Director ⁽²⁾

(1) Indicate if Related Person

(2) Mr. Dickson became a director of the Issuer on the day of closing of the acquisition.

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Issuer obtained representations and warranties from the vendor in the asset purchase agreement dated for reference the 15th day of November 2016 that the vendor has good and marketable title to all of the assets, free and clear of all encumbrances, and

that no person has any right, title or interest in the assets other than the vendor.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. To the best of the undersigned's knowledge and belief, as of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that, to the best of the undersigned's knowledge and belief, the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. To the best of the undersigned's knowledge and belief, all of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 6, 2017.

Paul Dickson
Name of Director or Senior
Officer

Signature

President & CEO
Official Capacity