

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Surrey Capital Corp. (“Surrey” or the “Corporation”)  
466A Ellerslie Ave  
Toronto, Ontario M2R 1C4

**Item 2 Date of Material Change**

January 29, 2015

**Item 3 News Release**

A news release was disseminated on January 29, 2015 via a Canadian news wire service. A copy of the press release has been filed on SEDAR and is attached hereto as Schedule “A”.

**Item 4 Summary of Material Change**

The Corporation has announced the proposed board of directors of the resulting issuer upon the completion of its previously announced acquisition of Mobilman Management Inc. The board will not be comprised of 50% of independent directors.

**Item 5 Full Description of Material Change**

Please refer to Item 4 and Schedule “A” attached hereto.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Claude Ayache  
Telephone: (416) 820-5002

**Item 9 Date of Report**

January 29, 2015

**SCHEDULE “A”  
PRESS RELEASE**

**SURREY CAPITAL CORP.**

466A Ellerslie Ave • Toronto • Ontario • M2R 1C4

T: (647) 932 - 5002 • [surrey@exadyn.com](mailto:surrey@exadyn.com)

---

**FOR IMMEDIATE RELEASE**

**TSX Venture Exchange Symbol: SYC**

**SURREY CAPITAL CORP. TO INCREASE INDEPENDENT DIRECTORS  
UPON THE 100% ACQUISITION OF MOBILMAN**

January 29, 2015 - Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”), is pleased to announce that upon the completion of its previously announced 100% acquisition of Mobilman Management Inc. (“**MM**”), Mr. Richard Barnowski has agreed to join the board of directors.

Richard Barnowski MBA CPA CA, age 63, is a seasoned financial executive who has over twenty years of transfer agency and corporate trustee experience. As Vice-President Eastern – Operations for Olympia Transfer Services Inc. (“**Olympia**”), he opened their Toronto office in 2006 and built the business, which was sold to Computershare Trust Company of Canada Inc. (“**ComputerShare**”) in 2013. Richard remained with Computershare until November 2014. From November 1997 to November 2006, Richard was Vice-President, Operations of Equity Transfer and Trust Company and served as President in 2006. He also has served as secretary-treasurer of the Securities Transfer Association of Canada from 2012 to 2014, where he advocated on behalf of publicly traded companies.

A Chartered Accountant, Mr. Barnowski is a highly recognized and well respected individual within the brokerage industry in Toronto, and he brings with him strong best practice corporate governance knowledge to the board having worked in regulated organizations.

**Information about MM**

MM’s operations and assets are in Quebec, was incorporated on May 30, 2013 pursuant to the laws of the Canada Business Corporations Act, as a developer of Software as a Service (“**SaaS**”) for use by businesses with mobile work forces. MM was initially started as a joint venture between Miralupa Inc. and Les Boccages Pierre-Bertrand Enr. in June 2012. The initial objectives of MM was to develop a software using cloud base applications that would permit construction companies to manage their mobile work force as well as improve their ability to report to their clients as to the progress made on assigned tasks on one or more projects simultaneously. The application, Mobilman, permits users to access the service while in the field via their internet connected Smartphone, tablet or laptop computers.

By providing the application by way of SaaS with dedicated apps for iOS and Android devices the need for companies to purchase additional hardware or software in order to use the Mobilman software is greatly reduced, nor do they need to invest in IT support staff. MM clients need only make use of their current hardware, being a Smartphone, tablet or browser enabled computer in order to access Mobilman via the Internet.

By deploying Mobilman, a company benefits from the ability to manage human and material resources by using Smartphones’ and Tablets with built in geolocation capabilities. Coupled

with real-time internet connectivity, Mobilman provides two way communications about relevant projects and tasks including assignment of tasks, status updates, and navigation data for getting to the next location. In addition, Mobilman enables the recording of such information and documentation that may be required to ensure quality control, safety enhancement, work audits, reporting on completion level, time tracking, billing and invoicing and other administrative tasks that are now typically performed manually or by systems not directly connected with the actual field worker, or worse, un-recorded and potentially risky.

Mobilman will offer users both “pay as you go” and annual subscription pricing models. The initial target customers are small and medium enterprises with mobile workers who provide project and/or task based services at diverse offsite locations. A number of administrative tasks will be available within the Mobilman application which will provide a direct cost savings to these enterprises; hence providing them with an immediate cost benefit.

### **Information about the Mobile Worker Management Industry in Canada**

Data gathered from Employment and Social Development Canada, Quebec Commission de la Construction and related provincial agencies indicates there are over 500,000 mobile trades people (plumbers, electricians, pipe fitters etc.) working in Canada. In addition the Mobilman tool has application for mobile workers in fields such as healthcare, entertainment, transportation and telecommunications.

In North America and Europe there are estimated to be over 21 Million trades people involved in construction, plumbing, carpentry, painting and related trades. Worldwide there are estimated to be over 60 million trades people. This does not include mobile workers in healthcare, entertainment, transportation and other sectors.

The market for mobile work management apps is largely unexploited with no company of which we are aware, operating as the clear leader or even with obvious regional or market sector dominance. The more established competitors that Mobilman has identified claim to have tens of thousands of users. As such the market is very fragmented, very under served and is awaiting not only successful technological solutions, but a successful market penetration strategy

### **Proposed directors and management for the resulting issuer**

The proposed board of directors of the resulting issuer following the closing of the Transaction will be comprised of the following individuals:

- |                     |                      |
|---------------------|----------------------|
| ➤ Joseph Rauhala    | Independent Director |
| ➤ Elliott Jacobson  | Independent Director |
| ➤ Richard Barnowski | Independent Director |
| ➤ James W.G. Turner | Executive Director   |
| ➤ Robert Young      | Executive Director   |
| ➤ Mathieu Dupont    | Executive Director   |

The proposed management team of the resulting issuer shall be comprised of the following individuals:

- |                 |                         |
|-----------------|-------------------------|
| ➤ Robert Young  | Chief Executive Officer |
| ➤ Claude Ayache | Chief Financial Officer |

- Mathieu Dupont
- James W.G. Turner

Chief Technology Officer  
Vice-President of Marketing & Sales

### **Future Disclosure**

The Corporation will disseminate additional information, as it is known with regards to the proposed transaction.

*Certain statements in this document constitute "forward-looking statements" within the meaning of various security legislation inclusive of but not limited to the United States Private Securities Litigation Reform Act of 1995 and/or "forward-looking information" under the Securities Act (Ontario). These statements include, without limitation, statements regarding the status of development or expenditures relating to our business, plans to fund our current activities, statements concerning our partnering activities, exploration regulatory submissions, strategy, future operations, future financial position, future revenues and projected costs. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expects", "plans", "anticipates", "believes", "estimated", "predicts", "potential", "continue", "intends", "could", or the negative of such terms or other comparable terminology. We made a number of assumptions in the preparation of these forward-looking statements. You should not place undue reliance on our forward-looking statements, which are subject to a multitude of risks and uncertainties that could cause actual results, future circumstances or events to differ materially from those projected in the forward-looking statements. These risks include, but are not limited to, securing and maintaining corporate alliances, the need for additional capital and the effect of capital market conditions and other factors, including the current status of our programs, on capital availability, the potential dilutive effects of any financing, the timing of our programs to explore, develop and commercialize our products, the timing and costs of obtaining regulatory approvals, our estimates regarding our capital requirements and future revenues, the timing and amount of investment tax credits, and other risks detailed from time to time in our public disclosure documents or other filings with the securities commissions or other securities regulatory bodies in Canada and the U.S as well as abroad. Additional risks and uncertainties relating to the Corporation and our business can be found in the "Risk Factors" section of our Prospectus dated December 10, 2010, as well as in our other public filings. The forward-looking statements are made as of the date hereof, and we disclaim any intention and have no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

*Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the COB/RTO may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.*

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) or the CSE accepts responsibility for the adequacy or accuracy of this release.***

For more information, please contact:

Claude Ayache  
Surrey Capital Corp.  
T: (416) 820 - 5002  
E: mycfo@exadyn.com

Robert Young  
Mobilman Management Inc.  
T: (514) 952 - 4077  
E: robert.young@mobilman.com

James Turner  
Surrey Capital Corp.  
T: (514) 652 - 6469  
E: james.turner@mobilman.com

Mathieu Dupont  
Mobilman Management Inc.  
T: (418) 455 - 5229  
E: mathieu.dupont@mobilman.com