

**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

February 26, 2015

Item 3 News Release

A news release was disseminated on March 4, 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 that it has received conditional approval from the CSE for its acquisition of Mobilman Management Inc. (“MM”) and the MM released its Alpha version.

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

March 4, 2015

**SCHEDULE "A"
PRESS RELEASE**

SURREY CAPITAL CORP.

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FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SYC

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

**SURREY CAPITAL CORP. SIGNS SHARE EXCHANGE AGREEMENT FOR 100%
ACQUISITION OF MOBILMAN & RELEASES ALPHA VERSION**

March 4, 2015 - Surrey Capital Corp. ("**Surrey**" or the "**Corporation**"), is pleased to announce that it has completed a number of significant milestones towards its previously announced acquisition of Mobilman Management Inc. ("**MM**").

- On January 23, 2015, the Share Exchange Agreement ("**SEA**") to acquire a 100% interest in MM was executed subject to the Canadian Securities Exchange's ("**CSE**") releasing its approval and the approval of the Corporation's shareholders.
- On February 4, 2015, the Corporation announced that it will hold its Annual and Special Shareholder's Meeting on April 2, 2015 at 11:00AM to approve the acquisition of MM in addition to the listing of the common shares of the Corporation on to the CSE.
- On February 24, 2015, the CSE released its conditional approval subject to Shareholder's approval of the MM acquisition.
- On February 26, 2015, MM released the Alpha version of the Mobilman application on the web and iOS version. The Android version is anticipated to be released in April 2015.
- The Beta version of the Mobilman application is anticipated for mid March 2015, and subsequent commercial release once testing has been completed.

Elliott Jacobson, a director, indicated that "I find it very exciting coming from the auditing world where all of the revenue producing people were primarily in the field, it is extremely useful knowing which associate is more productive than others. And while Mobilman is initially focused on the construction industry, he can not see why it cannot be rolled out to many other mobile work forces."

Robert Young, CEO echoed this and noted that Mobilman is actually a very sophisticated platform or Platform as a Service ("**PaaS**") on which many vertical market solutions can be delivered via cloud based services that have specific adaptations to tailor them for different user groups. "Once we have achieved initial traction in the construction and trades marketplace we expect to rapidly expand into a variety of high value mobile workforce verticals such as healthcare and field support services where relatively high value workers are in the field being

dispatched to a variety of locations and tasks. Management and good use of precious human resources is key to maximum profitability.”

MM Releases Alpha

The Alpha version of the Mobilman Web and iOS Mobile Application was released to a select few business partners that have assisted in their development to date. The Mobilman Web and iOS Mobile Application is based on Software as a Service (“**SaaS**”) architecture.

The Mobilman Web and iOS Mobile Application helps companies to improve their profitability by being able to better manage human and material resources which resides beyond the premises of MM’s clients. Using the client’s existing computers, Smartphones’ and Tablets’ and their geolocation capabilities, Mobilman provides real-time two-way communications between managers and staff working in the field.

The Alpha version of the application provides among other things, the following:

- detailed information about relevant projects ;
- tasks that have been assigned or waiting to be assigned for a particular project;
- to whom the task was assigned too, including the status updates;
- start times and end times, for reduced administrative payroll costs;
- navigational support for getting to the next location of the required task that has been assigned, along with instructions if materials are required for the next job, hence minimizing the risk of arriving on sight and not have the necessary parts.

Managers no longer need to make multiple phone calls to assign and manage field staff, staff no longer have to be interrupted by anxious managers. Mobilman makes sure all parties have the information they seek to have in real time, including who is on break.

“With Mobilman a company could significantly grow its field workforce without necessarily increasing the management team required to support the increase personnel in the field” remarks James Turner, Vice-President of Sales & Marketing for Mobilman and a director of the Corporation. “Mobilman brings immediate benefit and savings to organizations while reducing administrative effort and costs as it reduces the administrative tasks that were previously performed manually or by systems not directly updated by field personnel in real time.

The Mobilman Application works via WiFi and Cellular networks and allows users to access the service while in the field via their Internet connected Smartphone, tablet or laptop computer.

By providing the application by way of a SaaS over the internet in real time, Mobilman eliminates the need for companies to purchase additional hardware or software in order to use the Mobilman software. Mobilman’s clients may leverage their current investment in hardware and telecommunication capabilities, typically a smartphone, tablet or browser enabled computer in order to access Mobilman via the Internet.

Robert Young, MM’s CEO, stated “that with Alpha deployed and being tested in the field, MM has now started to accept requests from firms interested in participating in the Beta version as the number of participants testing the Mobilman application will be expanded. All firms assisting in the testing will also be receiving a discount to the monthly fee once commercialisation begins.”

With the release of an Alpha version of the Mobilman Platform, management is anticipating a commercially ready product within a few months of the Beta launch, and is in discussion with a number of interested resellers to join as VARs.

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.

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:

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