

**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**

April 2, 2015

**Item 3 News Release**

A news release was disseminated on April 6, 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 held its Annual General and Special Meeting of Shareholders on April 2, 2015, and all motions passed.

**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**

April 6, 2015

**SCHEDULE “A”  
PRESS RELEASE**

**SURREY CAPITAL CORP.**

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**FOR IMMEDIATE RELEASE**

**TSX Venture Exchange Symbol: SYC**

**RESULTS OF SURREY CAPITAL CORP. AGM**

April 6, 2015 - Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”), is pleased to announce the results from its Annual General and Special Meeting of Shareholders that was held in Toronto on April 2, 2015. Shareholders voted in favour of all items put forward to them by management and the Board of Directors, primarily the following:

- the re-appointment of MNP, LLP, as auditors of the Corporation and the authorization of the directors of the Corporation to fix their remuneration;
- the renewal of the Stock Option Plan;
- the approval of the special resolution to fix the number of directors of the Corporation at five (5), and to empower the board of directors of the Corporation to determine from time to time the number of directors of the Corporation;
- election of the directors nominated to the board of directors, namely Claude Ayache, Dan Hussey, Elliott Jacobson, Joseph Rauhala and James Turner;
- the approval to acquire all of the issued and outstanding common shares of Mobilman Management Inc. (“**MM**”) subject to the satisfactory completion of the Independent Committee’s due diligence of MM;
- upon completion of the acquisition of MM, the directors of the Corporation will be Richard Barnowski, Mathieu Dupont, Elliott Jacobson, Joseph Rauhala, James Turner and Robert Young;
- upon completion of the acquisition of MM, the change of name of the Corporation to Mobilman Corporation or such other name as the directors may determine; and
- to authorize the Corporation to list its common shares on to the Canadian Securities Exchange and to voluntarily delist the common shares of the Corporation from the TSX Venture Exchange upon the acquisition of MM, or should the acquisition not close to have its common shares listed on the NEX.

The Independent Committee, which is comprised of Dan Hussey, Elliott Jacobson and Joseph Rauhala hopes to complete its due diligence satisfactorily within a few weeks.

**About Mobilman**

MM is a developer of Software as a Service (“**SaaS**”) for use by businesses with mobile work forces. The initial software being developed uses cloud base applications that would permit 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.

Specifically, by using MobilMan, a company would have the ability to manage its human and material resources by using Smartphones and tablets 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. 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 field.

The application Mobilman will offer users both “pay as you go” and annual subscription pricing models. The target market is small and medium enterprises with mobile workers who provide services at offsite locations. A number of administrative tasks will be available within the Mobilman application giving direct and immediate cost saving benefits.

### **About Surrey**

The Corporation currently has working capital of approximately \$210,000 and 7,628,000 common shares issued and outstanding.

*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 the approval of the Independent Committee. 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 the Canadian Securities Exchange, the TSX Venture Exchange nor has the Investment Industry Regulatory Organization of Canada or any other regulatory body accepts responsibility for the adequacy or accuracy of this release.*

For more information, please contact:

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