

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Surrey Capital Corp. (“Surrey” or the “Corporation”)
365 Bay St., Suite 400
Toronto, Ontario M5H 2V1

Item 2 Date of Material Change

December 22, 2015

Item 3 News Release

A news release was disseminated on December 22, 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 announced the appointment of Richard Barnowski as Chairman and the change of registered office.

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

James Turner
Telephone: (514) 952-6469

Item 9 Date of Report

December 22, 2015

**SCHEDULE “A”
PRESS RELEASE**

SURREY CAPITAL CORP.

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FOR IMMEDIATE RELEASE

Symbol: SYC

**SURREY CAPITAL CORP.
APPOINTS A NEW CHAIRMAN & CHANGE IN ADDRESS**

December 22, 2015, Toronto, Ontario – Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”) is pleased to announce that Mr. Richard Barnowski has been appointed Chairman of the Board.

James Turner said “it is great to see Richard take a leadership role as he demonstrated to have a key understanding of the market in which the company is operating with and have the necessary contacts to assist the company within the capital markets in addition to having the highest of ethics when it comes to corporate governance”.

Richard Barnowski, MBA CPA CA, age 64, 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 Professional Accountant, Mr. Barnowski is a highly recognized and well-respected individual within the brokerage industry not just in Toronto but in Canada, who joined the board of directors concurrently with the acquisition of Mobilman Management Inc.

Richard said “that is pleased of the support that he has received from his co-directors and feels that with the launch of the Mobilman App shortly, Surrey shall be embarking on its next big journey”.

In addition, the Corporation would like to advise that the company’s registered address will be relocating to 365 Bay St., Suite 400, Toronto, Ont. M5H 2V1, as it prepares itself for the commercial launch of the Mobilman App.

About the Corporation

The Corporation’s wholly owned subsidiary Mobilman Management Inc. (“**MM**”), is a developer of Software as a Service (“**SaaS**”) for use by businesses with mobile work forces. The Mobilman App provides companies with the ability to manage its mobile workforce providing an enterprise solution for the entire process from scheduling personnel, assigning tasks on the go, tracking vehicles to ensuring that a large scale construction projects while reducing administrative costs. It provides companies with a more consistent documentation flow to

meeting clients' needs while efficiently planning the required tasks to complete the work load and capturing key project metrics in order.

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 Filing Statement dated February 25, 2015 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.

Neither the Canadian Securities Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release."

For more information, please contact:

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