

**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 21, 2015

Item 3 News Release

A news release was disseminated on January 12, 2016 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

January 12, 2016

**SCHEDULE “A”
PRESS RELEASE**

SURREY CAPITAL CORP.

365 Bay St., Suite 400 • Toronto • Ontario • M5H 2V1
T: (647) 932 - 5002 • surrey@exadyn.com

FOR IMMEDIATE RELEASE

Symbol: SYC

APPLE APPROVES THE MOBILMAN APPLICATION.

SaaS solution poised to revolutionize business practices in small to medium businesses with mobile field workers.

January 12th 2016, Toronto, Ontario – Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”) is pleased to announce that Apple has approved the iOS Mobilman application (“**Mobilman**”), created by Surrey’s wholly owned subsidiary, Mobilman Management Inc. (“**MM**”) for inclusion in its App Store.

Mobilman enables managers to easily follow the real-time progress and location of their field workers. Managers can schedule, assign, track and validate completion of and time spent on a task. Mobilman provides real-time hours worked, task start time, break times, and task completion times.

“Previously, mobile teams who wanted to significantly improve field worker management practices, or increase customer service levels, needed to install complex software and hardware solutions costing many thousands of dollars per user” notes Mathieu Dupont Mobilman’s CTO and a co-founder. “Mobilman leverages technologies already in the hands of many field workers and office staff : their mobile phone or tablet, access to the internet or cell tower, a web browser and now, for iOS users, a simple, user-friendly mobile application. All of this at a fraction of the cost of traditional field force solutions”.

Mobilman is a SaaS (“**Software as a Service**”) solution and targeted at small to medium sized companies as well as public enterprises and Municipalities, market segments in which Mobilman is poised to revolutionize business practices for mobile workers. Distribution as a SaaS significantly reduces the burden on internal IT departments to support and maintain hardware and software on a continuous basis. There is no need to maintain redundant hardware devices in inventory in case of hardware failure, further reducing the financial burden for customers of Mobilman.

“Mobilman is all about efficiency and simplicity” notes James Turner, Mobilman’s CEO who added “Our goal is to reduce workload.”. Download the app via the Apple App store enter your email address, user ID and you're good to go.

The report “Field Service Management Market” from PRNewswire states that the Field Service Management (FSM) Market will be worth \$3.52 Billion by 2019. 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.

Field service software is applicable in many verticals. In construction, mining and even municipalities, technicians are dispatched for preventative maintenance and repair. In telecommunications and the cable TV industry, there are technicians that install cable or run phone lines into residences or business establishments. In healthcare, there are mobile nurses that provide in-home care for the elderly or the disabled. In utilities, there are engineers that are dispatched to investigate and fix suspected breaks.

“Waste management trucks, postal workers collecting mail, electric meter readers are other examples of field workers who may not fit the strict definition of field service but often follow similar processes” notes Robert Young, Chief Marketing Officer and a co-founder of the company. Mr. Turner added “In all circumstances, our goal is to help businesses grow and achieve efficiency while helping them to serve their customers”.

As a special offer to early adopters, a fully functional version of Mobilman is presently available free of charge to download and use for a limited time. This exceptional opportunity to gain benefit from using Mobilman, while incurring no costs is part of the company’s aggressive marketing campaign.

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 meet clients’ needs while efficiently planning the required tasks to complete the work load and capture key project metrics..

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:

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

Claude Ayache, CPA, CMA
Surrey Capital Corp.
T: (416) 820-5002 / (561) 935-6735
E: mycfo@exadyn.com

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