

**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**

November 2, 2016

**Item 3 News Release**

A news release was disseminated on Nov 2nd 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 signing of an LOI for an Acquisition transaction

**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) 652-6469

**Item 9 Date of Report**

November 2, 2016

**SCHEDULE “A”  
PRESS RELEASE**

**SURREY CAPITAL CORP.**

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**FOR IMMEDIATE RELEASE**

**Symbol: SYC**

**SURREY CAPITAL SIGNS LETTER OF INTENT FOR AN ACQUISITION  
TRANSACTION**

VANCOUVER, BRITISH COLUMBIA – November 2, 2016 – Surrey Capital Corp. (CSE: SYC) (“Surrey Capital” or the “Company”) is pleased to announce that it has entered into a letter of intent (the “LOI”) dated November 2, 2016 with an independent software developer based in Vancouver, Canada (the “Developer”) to acquire all domain names, application source code, website content, documentation, marketing materials, trademarks (if any), and associated goodwill (collectively, the “Assets”) related to bContact. bContact is a cloud-based, easy to use business management solution for small and medium sized organizations that provides integrated customer relationship management, accounting, invoicing, accounts receivable and collections.

Pursuant to the LOI, the acquisition of the Assets (the “Transaction”) will be effected by the Company issuing 2,000,000 common shares (the “Consideration Shares”) to the Developer to acquire all of the Assets. The Consideration Shares will be issued at a deemed price of CAD \$0.03 per share for a deemed aggregate purchase price of CAD \$60,000.

The Consideration Shares will be subject to a statutory hold period expiring four months from the date of issuance.

Concurrently with the closing of the Transaction, the Company, in a separate transaction, intends to close a minimum \$200,000 and up to \$300,000 private placement financing by issuing up to 10 million common shares (the “Financing Shares”) at \$0.03 per share.

The Financing Shares will be subject to a statutory hold period expiring four months from the date of issuance.

The Transaction will be considered a change of business pursuant to CSE Policy 8 and is subject to a number of terms and conditions including due diligence and execution of a formal agreement, as well as meeting CSE listing requirements, obtaining CSE and shareholders’ approval, and compliance with all applicable regulatory requirements and conditions.

The completion of the Transaction is expected to occur following the satisfaction or waiver of the conditions precedent including shareholders’ approval. Each of the Company and the Developer will be responsible for the payment of their own professional fees.

“We are pleased with the progress of this proposed acquisition,” stated James Turner, CEO of Surrey Capital. “Once this acquisition has been completed, Surrey Capital will be able to build a new business with significant upside potential.”

## About Surrey Capital Corp.

Surrey Capital is a Canadian Securities Exchange (“CSE”) listed company.

On behalf of the Board of Directors,

Surrey Capital Corp.

James Turner

CEO

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This press release may contain “forward-looking information” within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein may be forward-looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as “plans” “expects” or “does not expect”, “proposed”, “is expected”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. This forward-looking information in respect of the Company reflects the Company’s as the case may be, current beliefs and is based on information currently available to the Company and on assumptions the Company as the case may be, believes are reasonable.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will

occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release represent the expectations of the Company as of the date of this press release and, accordingly, are subject to change after such date. However, the Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

Neither Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.