

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on December 15, 2016

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Eastern Time, on December 13, 2016.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We, being holder(s) of Surrey Capital Corp. (the "Company") hereby appoint: Richard Barnowski, Director, or failing him, Joseph Rauhala, Director

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Surrey Capital Corp. to be held at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 on December 15, 2016 at 10:00 am, EST, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Paul E. Dickson	<input type="checkbox"/>	<input type="checkbox"/>	02. Harvey D. Dick	<input type="checkbox"/>	<input type="checkbox"/>	03. W. Ward Munsie	<input type="checkbox"/>	<input type="checkbox"/>
04. Richard Barnowski	<input type="checkbox"/>	<input type="checkbox"/>	05. Joseph Rauhala	<input type="checkbox"/>	<input type="checkbox"/>			

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2. Appointment of Auditor

To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor's remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Waiver of Timing for Calling Annual Meeting

To approve, by ordinary resolution, a waiver of the requirement under section 94(1)(a) of the *Business Corporations Act* (Ontario) that the directors of a corporation call an annual meeting of shareholders not later than fifteen months after holding the last preceding annual meeting.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. Asset Purchase Agreement, Acquisition of bContact Assets and Change of Business

To approve, by ordinary resolution, the asset purchase agreement between the Company and Paul Dickson, the acquisition by the Company of the bContact assets and the resulting change of business. See information circular for complete wording of resolution.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

5. Continuance of Company into British Columbia

To approve, by special resolution, the continuance of the Company into British Columbia; the new articles of the Company, which new articles are to become effective upon the continuance of the Company into British Columbia; and the repeal of the current bylaws of the Company, which repeal is to become effective upon the continuance of the Company into British Columbia. See information circular for complete wording of resolution.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

6. Change of Name

To approve, by special resolution, a change of name of the Company to "Subscribe Technologies Inc." or such other name as may be determined by the board of directors of the Company. See information circular for complete wording of resolution.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

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7. Stock Option Plan

To approve, by an ordinary resolution of disinterested shareholders, the 10% rolling stock option plan of the Company. See information circular for complete wording of resolution.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

