

**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

March 20, 2016

Item 3 News Release

A news release was disseminated on March 24, 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 announcement of the resignation of Mr. Claude Ayache as the CFO & Corporate Secretary

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

March 24, 2016

SCHEDULE "A"
PRESS RELEASE

SURREY CAPITAL CORP.

365 Bay St., Suite 400 • Toronto • Ontario • M5H 2V1
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FOR IMMEDIATE RELEASE

Symbol: SYC

RESIGNATION OF CFO & CORPORATE SECRETARY

May 24, 2016, Toronto, Ontario – Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”) is announcing the resignation of Mr. Claude Ayache as the Chief Financial Officer and Corporate Secretary for personal reasons, effective immediately.

Mr. Ayache has been with the Corporation since 2011 in various capacities including being a director until the acquisition of Mobilman Management Inc. when he stepped down as Chief Executive Officer.

The board of directors would like to thank Mr. Claude Ayache for his services who has agreed to continue to assist the Corporation on various matters as the need arises until such time as a suitable replacement has been identified.

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:

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