

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

November 16th, 2016

Item 3 News Release

A news release was disseminated on Nov 16th 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 Company announced that further to the Company’s news release of November 2, 2016, the Company has now entered into an asset purchase agreement and related agreements with Paul Dickson, of Vancouver, British Columbia, to acquire all domain names, application source code, website content, documentation, marketing materials, trademarks (if any), and associated goodwill related to bContact for consideration of 2,000,000 common shares of the Company.

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 16, 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

SURREY CAPITAL ENTERS INTO ASSET PURCHASE AGREEMENT; ANNOUNCES AGM DATE

Toronto, Ontario – November 16, 2016: Surrey Capital Corp. (CSE: SYC) (“Surrey Capital” or the “Company”) is pleased to report that further to the Company’s news release of November 2, 2016, the Company has now entered into an asset purchase agreement (the "Agreement") and related agreements with Paul Dickson, of Vancouver, British Columbia, 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.

The Agreement is subject to shareholder approval at the Company’s upcoming annual general meeting (“AGM”) to be held at 365 Bay Street, Suite 400, Toronto, Ontario on Thursday, December 15, 2016 at 10:00 am. At the AGM, shareholders will also be asked to approve by special resolution, the continuance of the Company into British Columbia, new articles, the repeal of the Company’s current bylaws and a change of name of the Company.

The Company has requested a trading halt pursuant to section 1.5 of CSE Policy 8 (the “Policy”). The trading halt is expected to continue until the documentation required under sections 1.6 and 1.7 of the Policy have been accepted and posted.

Pursuant to the Agreement, the acquisition of the Assets (the “Transaction”) will be effected by the Company issuing 2,000,000 common shares (the “Consideration Shares”) to Mr. Dickson 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 and will be subject to escrow.

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 closing the minimum financing, 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 Mr. Dickson will be responsible for the payment of their own professional fees.

“This is a significant milestone for the Company,” stated James Turner, CEO of Surrey Capital. “Upon closing of this Transaction, Surrey Capital will have a new business, new directors, a new management team and the funds it initially needs to build a promising business.”

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

For more information, please contact:

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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.