

## SURREY CAPITAL CORP.

### Notice of Annual and Special Meeting Of Shareholders

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the Shareholders of Surrey Capital Corp. (the "**Corporation**") will be held at 120 Adelaide Street West, Suite 2300, Toronto, Ontario, M5H 1T1 on the 3<sup>rd</sup> day of December 2012 at the hour of 10:30 AM (Toronto Time) for the following purposes:

1. to receive the Corporation's audited financial statements for the fiscal period ended August 31, 2012 and 2011, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix the auditors' remuneration;
3. to consider and, if thought advisable, pass, with or without variation a resolution renewing, the Stock Option Plan of the Corporation (See "**Schedule C**" to the Management Information Circular);
4. to consider and, if thought advisable, pass, with or without variation a special resolution to fix the number of directors of the Corporation to be elected at the meeting, at five (5), and to empower the board of directors of the Corporation to determine from time to time the number of directors of the Corporation (see "**Schedule E**" to the Management Information Circular);
5. to elect directors;
6. to consider and, if thought advisable, pass, with or without variation, a special resolution to change the name of the Corporation to Surrey Resources Corp. or such other name as deemed appropriate by the board of directors, subject to the completion a proposed qualifying transaction (See "**Schedule F**" to the Management Information Circular);
7. to consider and, if thought advisable, pass, with or without variation an ordinary resolution of the shareholders (exclusive of the votes of the Non Arm's Length Parties (as defined in the TSX Venture Exchange ("**TSXV**") Policy 2.4) of the Corporation) (the "**NEX Resolution**") to authorize the Corporation, in the event that the Corporation does not complete a Qualifying Transaction (as defined in the TSXV Policy 2.4) by the deadline imposed by the TSXV, to become listed on NEX and to cancel up to 50% of the common shares currently held in escrow and purchased by the Non Arm's Length Parties of the Corporation, being 1,100,000 common shares (See "Schedule G" to the Management Information Circular) and
8. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the meeting are set forth in the Management Information Circular. The audited financial statements of the Corporation for the fiscal period ended August 31, 2012 and 2011 along with the auditors' report thereon, a form of proxy, the Management Information Circular, a supplemental mailing list form, and a return envelope accompany this notice.

The board of directors of the Corporation have determined that shareholders registered on the books of the Corporation at the close of business on November 2, 2012 are entitled to notice of the meeting and to vote at the meeting. Shareholders of the Corporation who are unable to attend the meeting in person are requested to date and sign the enclosed form of proxy and return it in the enclosed envelope. In order to be valid and acted upon at the meeting, forms of proxy must be returned to the Corporation's registrar and transfer agent, Olympia Transfer Services Inc., 120 Adelaide Street West, Suite 920, Toronto, Ontario, M5H 1T1, on or before 10:15 AM (Toronto time) on the second business day prior to the meeting or if the meeting is adjourned, at least 48 hours prior to the time set for the adjourned meeting, or delivering it to the Chairman of the meeting prior to the commencement of the meeting or any adjournment thereof.