

SURREY CAPITAL CORP.
466A Eillerslie Ave • Toronto • Ontario • M2R 1C4
Tel.: (647) 932 - 5002 • Email: surrey@exadyn.com

**PROXY FOR USE BY HOLDERS OF COMMON SHARES
AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
OF SURREY CAPITAL CORP. TO BE HELD ON DECEMBER 3, 2012
SOLICITED ON BEHALF OF MANAGEMENT**

The undersigned hereby appoints Claude Ayache, Director, or failing him, Joseph Rauhala, Director of Surrey Capital Corp. (the "**Corporation**"), or instead of either of them, _____, as nominee of the undersigned, with the power of substitution, to attend, vote and act for and on behalf of the undersigned at the annual and special meeting of shareholders of the Corporation to be held on **December 3, 2012** and at any adjournments thereof, and without limiting the general authority and power hereby given to such nominee, the shares represented by this proxy are specifically directed to be voted or withheld from being voted as indicated on the reverse side hereof.

This proxy will be voted or withheld from being voted in accordance with the instructions specified. **WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED IN FAVOUR OF THE MATTERS REFERRED TO ON THE REVERSE SIDE HEREOF.**

THIS PROXY CONFERS AUTHORITY FOR THE ABOVE NAMED TO VOTE IN HIS DISCRETION WITH RESPECT TO AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING ACCOMPANYING THIS PROXY AND ANY OTHER MATTER WHICH MAY PROPERLY COME BEFORE THE MEETING.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON HIS BEHALF AT THE MEETING, OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY INSERTING THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED.

If this proxy is not dated, it will be deemed to be dated on the date upon which it is mailed by the Corporation.

DATED this _____ day of _____, 2012

Signature of Shareholder
Name of Shareholder

1. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) the appointment of Wasserman Ramsey LLP, as auditors of the Corporation and the authorization of the directors of the Corporation to fix their remuneration.

VOTE FOR WITHHOLD VOTE

2. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) the renewal of the Stock Option Plan.

VOTE FOR VOTE AGAINST

3. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) the approval of the special resolution to fix the number of directors of the Corporation at four (4), and to empower the board of directors of the Corporation to determine from time to time the number of directors of the Corporation

VOTE FOR VOTE AGAINST

4. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) the election of directors of the Corporation.

Claude Ayache

VOTE FOR WITHHOLD VOTE

Victor d'Souza

VOTE FOR WITHHOLD VOTE

Elliott Jacobson

VOTE FOR WITHHOLD VOTE

Joseph Rauhala

VOTE FOR WITHHOLD VOTE

James Turner

VOTE FOR WITHHOLD VOTE

5. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) the approval of the special resolution to change the name of the Corporation, subject to the completion of the proposed qualifying transaction.

VOTE FOR VOTE AGAINST

6. (OR, IF NO SPECIFICATION IS MADE, VOTE FOR) to authorize the Corporation to become listed on NEX in the event that the Corporation does not complete a Qualifying Transaction (as defined in the TSX Venture Exchange ("TSXV") Policy 2.4) by the deadline imposed by the TSXV.

VOTE FOR VOTE AGAINST