

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

Item 1 Name and Address of Company

Surrey Capital Corp. (“Surrey” or the “Corporation”)
466A Ellerslie Ave
Toronto, Ontario M2R 1C4

Item 2 Date of Material Change

June 4, 2013

Item 3 News Release

A news release was disseminated on June 7, 2013 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 Corporation announces that it has cancelled 130,000 incentive stock options and granted 150,000 incentive stock options.

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

Claude Ayache
Telephone: (416) 820-5002

Item 9 Date of Report

June 7, 2013

SCHEDULE "A"
PRESS RELEASE

SURREY CAPITAL CORP.

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FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SYC

SURREY CAPITAL CORP. - FINAL EXCHANGE BULLETIN

June 7, 2013, Toronto, Ontario – Surrey Capital Corp. ("**Surrey**" or the "**Corporation**") is pleased to announce that it has granted 100,000 incentive stock options to a non-executive director of the Corporation.

Each of the incentive stock options granted, pursuant to the share option plan approved by shareholders on December 3, 2012 (the "**Plan**"), will permit the holder to purchase 1 common share of the Corporation at a price of \$0.10 per share prior. These incentive stock options will expire on June 4, 2023 and vest immediately.

In addition, the Corporation granted Claude Ayache, the Chief Executive Officer of the Corporation, incentive stock options to purchase up to 50,000 common shares of the Corporation. Each of the incentive stock options granted, pursuant to the Plan, will permit the holder to purchase 1 common share of the Corporation at a price of \$0.10 per share prior to June 4, 2023 and vest immediately.

The Corporation would also like to inform its shareholders and investors that 130,000 incentive stock options that were previously granted with an exercise price of \$0.10 which were to expire on January 27, 2021 have been cancelled.

The above incentive stock options are subject to the terms and conditions of the Plan, and the policies of the TSX Venture Exchange.

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 January 28, 2013 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.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a resources company should be considered highly speculative.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."

For more information, please contact:

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