SURREY CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED AUGUST 31, 2013

DATED NOVEMBER 25, 2013

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in Surrey Capital Corp.'s public disclosures.

Surrey Capital Corp.
Management's Discussion and Analysis
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Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**$**" are to the Canadian Dollar.

The preparation of the financial statements are in conformity with Canadian Generally Accepted Accounting Principles ("**CGAAP**") that have been revised to incorporate International Financial Reporting Standards ("**IFRS**") and requires management to make assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. Surrey Capital Corp. (the "**Corporation**") bases its estimates on historical experience, current trends and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ and will most likely differ from those estimates.

ITEM 1 - <u>Overview</u>

Surrey Capital Corp. (the "**Corporation**") had its common shares listed on the TSX Venture Exchange (the "**Exchange**") for trading under the symbol SYC.P upon the completion of its initial public offering ("**IPO**") as disclosed in a prospectus filed with the regulators and dated December 10, 2010. The Corporation issued 4,928,000 common shares at $0.10 per common shares in conjunction with its IPO.

The Corporation was classified as a Capital Pool Company as described in the policies of the Exchange. As a result, the Corporation's business was to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction ("**QT**"), as described in the policies of the Exchange. Any proposed QT must be accepted by the Exchange and in the case of a non-arm's length QT must also receive majority of the minority approval in accordance with policies of the Exchange. The Corporation has not conducted commercial operations and will not until the completion of its QT.

On October 18, 2012, the Corporation signed a Letter of Understanding ("**LoU**") with Richmond Minerals Inc. ("**Richmond**") and Mag Copper Ltd. ("**Mag**") (jointly the "**Optionors**") whereby the Optionee and the Optionors would enter into a definitive option agreement (the "**Option Agreement**") allowing the Optionee to acquire up to a 50% interest in a 34 unpatetented mining claims in (the "**Property**") located in the Halle Township of the Province of Quebec (NTS Map Sheet Numbers 31M08). The LoU was superseded by the Option Agreement that was signed on December 31, 2012.

The Option Agreement provides the Corporation the option to acquire 50% of the Property upon incurring an aggregate of $200,000 in exploration and development expenditures on the Property within 12 month of the release of the Final Exchange Bulleting ("**FEB**"), in addition to paying the Optionors $20,000 and the issuance of 200,000 common shares of the Corporation upon the release of the FEB and 400,000 common shares of the Corporation on the anniversary of the FEB.

To date the Corporation has not yet invested an aggregate of $200,000 in exploration and development expenditures on the property.

The Qualifying Transaction closed on March 13, 2013 when the FEB was released, with trading resuming March 15th, 2013. Concurrently with the closing of the Qualifying Transaction, the Corporation raised $74,800 by way of a 12% Convertible Debenture maturing August 31, 2014. The holder of these debentures will have the right to convert in to common shares at the Corporation at a price of $0.10 per common share (Conversion ratio of 1,000 common share per $100 of Face Value). In addition, subscribers received 1,000 Share Purchase Warrants for each $100 of Face Value, where each Share Purchase Warrant provides the holder with the right to purchase one additional common share prior to August 31, 2014 at a price of $0.10 per common share.

ITEM 2 - <u>Selected Annual Information</u>

Only two years is presented as the Corporation was incorporated on September 13, 2010 and has an August 31 fiscal year end.

The following is selected annual information for the preceding fiscal years:

August 31	2013	2012	2011
Net revenues	$ nil	$ nil	$ nil
Net loss	76,796	30,789	55,331
Total assets	455,085	448,768	476,328
Long term liabilities	Nil	Nil	Nil
Loss per share	0.01	0.00	0.01
Cash dividends per share	0.00	0.00	0.00

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR

ITEM 3 - <u>Results of Operations</u>

<u>For the period ended August 31, 2013 versus August 31, 2012</u>

During the year ended August 31, 2013, the Corporation completed its qualifying transaction and commenced operations as a mineral exploration company. As a junior exploration company, management does not anticipated to have any revenues in the near term.

For the year ended August 31, 2013, the Corporation had general and administrative expenditures of $44,894 versus $36,076 the year earlier, for an increase of $8,818 or 24.4%. Within this amount, the Corporation recognized $235 in share-base compensation. Management does not anticipate general and administrative expenses to significantly move from this level.

For the year ended August 31, 2013, the Corporation had business development expenditures of $1,958 versus $nil the year earlier, for an increase of $1,958. Management anticipate investing further in business development as it seeks to further identify opportunities to build shareholder value.

For the period ended August 31, 2013, the Corporation had an operating loss of $46,852 versus $36,076 the year earlier, an increase of $10,776 or 29.9%. Investors can anticipate this amount to increase as the Corporation invests further in the business and does not anticipate any revenues to offset these expenditures.

For the period ended August 31, 2013, the Corporation had an interest expense of $6,076, of which $1,551 was non-cash related versus no interest expense the year earlier. The expense relates to the convertible debentures that was issued concurrently with the closing of the Corporation's QT. These debentures mature August 31, 2014 and management anticipates that they will not be renewed.

For the period ended August 31, 2013, the Corporation had an interest income of $4,302 versus $5,287, a decrease of $985 or 18.6%. The decrease is due to the fact that the Corporation had less cash invested in short term financial instruments as it executed its business.

For the period ended August 31, 2013, the Corporation had a project analysis expenditures expenditure of $28,170 versus none in fiscal 2012. This was the full cost of completing its QT, and management does not anticipate additional costs in relation to its QT, but will incur additional costs as seeks to find additional project to enhance shareholder value.

The net loss for the period ended August 31, 2013 was $76,796 for a loss per share of $0.01 based on 7,521,956 weighted average shares outstanding for the period versus $30,789 for a loss per share of $0.00 based on 7,428,000 weighted average shares outstanding for the previous period.

During the period ended August 31, 2013, the Corporation issue any 200,000 common shares with a value of $10,000 towards its Halle Property. During the previous fiscal period, the Corporation did not issue any common shares.

The Corporation's had a cash and cash equivalents balance at the end as at August 31, 2012 was $410,067 (2011 - $445,252), with working capital of $339,159 (2011 - $438,539).

ITEM 4 - Summary of Quarter Results

The following table sets forth, for each quarter ended on the date indicated since incorporation, information relating to the Company's revenue, net loss and loss per common share as prepared under Canadian GAAP.

	Revenues	Net loss	Loss/share: basic and diluted
August 31, 2013	$ ---	$ 13,302	$ 0.00
May 31, 2013	---	19,242	0.00
February 28, 2013	---	24,240	0.00
November 30, 2012	---	20,005	0.00
August 31, 2012	---	6,243	0.00
May 31, 2012	---	9,550	0.00
February 29, 2012	---	7,659	0.00
November 30, 2011	---	7,337	0.00

For the three months ended August 31, 2013

For the three months ended August 31, 2013, the Corporation had office and general expenditures of $11,185 versus $7,400 the year earlier, for a decrease of $3,785 or 51.1%. These expenses related to general office expenses, premises and regulatory fees as well as professional fees and share-base compensation. Management anticipate these expenditures to be approximately $11-13,000 per quarter.

For the three months ended August 31, 2013, the Corporation had office and general expenditures of $1,958 versus $Nil the year earlier, for an increase of $1,958. These expenses related to business development expenditures. Management anticipate these expenditures to be under $3-5,000 per quarter until such time as it increases adds to its portfolio of properties.

For the three months ended August 28, 2013, the Corporation had an operating loss of $13,143 versus $7,400 the year earlier, for an increase of $5,743 or 77.6%. The Corporation anticipates future quarterly operating losses to at the current level.

For the three months ended August 31, 2013, the Corporation had interest expense of $3,204 versus $Nil the year earlier. The interest expense is comprised of a cash amount of $2,262 and interest accretion of $941 relating to the amortization of the convertible feature and the warrants attributable to the debentures that were is issued in March 2013. This amount will continue until the reimbursement of the debentures that mature August 31, 2014.

For the three months ended August 31, 2013, the Corporation has interest income of $1,255 versus $1,309 the year earlier. The reduction in interest income is due a lower cash balance.

For the three months ended August 31, 2013, the Corporation did not have any project analysis cost as it had completed its Qualifying Transaction in March 2013. There were no project analysis costs in the year earlier period as well. While the Corporation has completed its Qualifying Transaction, management believes that one way to create shareholders' value is by building a portfolio of junior exploration properties where such acquisition costs shall be expensed as incurred. To date while the Corporation has identified potential properties it has not yet been able to agree to any arrangement that would cause the Corporation to incur any project analysis costs.

The net loss for the three months ended August 31, 2013 was $15,123 for a loss per share of $0.00 based on 7,628,000 weighted average shares outstanding for the period versus a net loss of $6,243 the previous year for a loss per share of $0.00 based on 7,428,000 weighted average shares outstanding for the period. The increase in the loss is primarily attributable to the project analysis costs incurred during the period.

ITEM 5 - Liquidity

As at August 31, 2013, the Corporation had a cash balance of $410,067, with a working capital of $339,159.

In addition to its cash on hand at the end of the quarter, the Corporation currently has the following options and warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Dates
612,800	Incentive Stock Options	$ 0.10	January27, 2021
150,000	Incentive Stock Options	0.10	June 4, 2023
74,280	Charitable Stock Options	0.10	January27, 2016
748,000	Share Purchase Warrants	0.10	August 31, 2014

ITEM 6 - Capital Resources

In March 2013, the Corporation completed a concurrent financing of $74,800 12% Convertible Debenture maturing August 31, 2014. The holders of these debentures have the right to convert in to common shares at the Corporation at a price of $0.10 per common share (Conversion ratio of 1,000 common share per $100 of Face Value). In addition, subscribers received 1,000 Share Purchase Warrants for each $100 of Face Value, where each Share Purchase Warrant provides the holder with the right to purchase one additional common share prior to August 31, 2014 at a price of $0.10 per common share.

In order to finance the future exploration and acquisition of its portfolio the Corporation may seek to raise additional funds until such time as cash flow from its potential acquisition is sufficient to fund internal growth, which is not currently anticipated to be in the short term. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance such a business. Such future financing may be completed by the issuance of the Corporation's securities as previously.

To date the following financings have been completed by the Corporation:

Date	Gross Proceeds	Number of Common Shares	Type of Transaction
September 2010	$ 125,000	2,500,000	Private Placement
January 2011	492,800	4,928,000	Initial Public Offering
March 13, 2013	74,800	N/A	Convertible Debenture

ITEM 7 - Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - Transactions With Related Parties

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Corporation. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

During the year ended August 31, 2013, the Corporation recorded $27,000 (2012 - $21,000) in respect of the reimbursement of expenditures incurred on behalf of the Corporation by the directors of the Corporation or a company controlled by an officer of the Corporation with regards to office expenses, premises, regulatory fees, and project analysis costs.

During the year ended August 31, 2013, the Corporation closed concurrently with its Qualifying Transaction a Convertible Debenture for $74,800, of which directors and officers subscribed for $57,800.

During the year ended August 31, 2013, the Corporation paid $3,497 (2012 - $Nil) in interest to directors and officers.

At August 31, 2013, $Nil (2012 - $Nil) was due to a related party is included in accounts payables and accrued liabilities.

These transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

ITEM 9 - Proposed Transactions

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the intervention or approval of the Board of Directors of the Corporation as well as the Shareholders of the Corporation.

ITEM 10 - Risk Factors

Investment in the Corporation must be considered highly speculative due to the nature of the Corporation's business, its formative stage of development, its current financial position and its lack of an earnings record. An investment in any securities of the Corporation should only be considered by those individual who can afford a total loss of their investment. The following is a summary of the risk factors to be considered:

- *Exploration Risks*: exploration for minerals is a speculative venture necessarily involving substantial risk.

- *Mining Risks*: mineral resource exploration and development is a speculative business and involves a high degree of risk.

- *Uninsurable Risks*: mining operations generally involve a high degree of risk, which it cannot insure or against which it may elect not to insure due to prohibitive costs or otherwise in accordance with standard industry practice.

- *Calculation Risks*: there is a degree of uncertainty attributable to the calculation of mineral reserves, mineral resources and corresponding grades being dedicated to future production.

- *No Assurance to Title or Boundaries*: title to the Corporation's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

- *Competition*: the mineral exploration and mining business is competitive in all of its phases.

- *Permits and Licenses*: the planned operations of the Corporation, including mineral exploration and development activities and commencement of production on its properties, require permits from various levels of government.

- *Governmental Regulation and Policy Risks*: failure to comply with applicable laws, regulations and permit requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

- *Environmental Risks*: mineral exploration and development, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with the pollution of the environment and the disposal of waste products.

- *Price Volatility of Publicly Traded Securities*: in recent years and especially in the recent months, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

- *Possible Failure to Realize Anticipated Benefits of Future Acquisitions*: the Corporation may complete acquisitions to strengthen its position in the mineral exploration industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as the Corporation's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own.

- *Operational Risks*: mineral exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion and contaminant spills, each of which could result in substantial damage to mining properties, producing facilities, other property and the environment or in personal injury.

- *Substantial Capital Requirements*; Liquidity: the Corporation may have to make substantial capital expenditures for the acquisition, exploration, development and production of mineral resources in the future.

- *Issuance of Debt*: from time to time the Corporation may enter into transactions to acquire assets or shares of other corporations. These transactions may be financed partially or wholly through debt, which may increase debt levels above industry standards.

- *Dilution*: the Corporation's common shares, including incentive stock options, rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares of the Corporation, may be created, issued, sold and delivered on such terms and conditions and at such times as the board of the Corporation may determine.

- *Net Asset Value*: the Corporation's net asset value will vary dependent upon a number of factors beyond the control of the Corporation's management, including commodity.

- *Reliance on Management*: Shareholders of the Corporation will be dependent on the management of the Corporation in respect of the administration and management of all matters relating to the Corporation and its properties and operations.

- *Conflicts of Interest*: Certain of the directors and officers of the Corporation are also directors and officers of other reporting issuers involved in mineral exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Corporation, as the case may be, and as officers and directors of such other companies.

- *No Dividends*: to date, the Corporation has not paid any dividends, and it is not anticipated that the Corporation will pay any dividends in the near future.

- *Changes in Legislation*: it is possible that the Canadian federal and provincial government or regulatory authorities could choose to change the Canadian federal income tax laws, royalty regimes, environmental laws or other laws applicable to mineral exploration companies and that any such changes could materially adversely affect the Corporation and the market value of the Corporation securities.

- *Early Stage Development Risks*: the Corporation has no history of operations and the Corporation is in the early stage of development and must be considered a start-up.

- *Future Financing Requirements*: the Corporation may need additional financing to continue in business and there can be no assurance that such financing will be available or, if available, will be on reasonable terms.

ITEM 11 - Critical Accounting Estimates

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements. The accounting estimates considered to be significant to the Corporation include the computations of convertible debentures, value of warrants issued, charitable stock option and share-based compensation expense and recovery of deferred income tax assets.

ITEM 12 - Changes in Accounting Policies

The Corporation would like to direct readers to its audited financial statements for the year ending August 31, 2013, which are incorporated by reference and can be found on the regulator's web site at www.sedar.com.

ITEM 13 - Financial Instruments and Other Instruments

The Corporation is not a party to any financial instruments and other instruments as defined in item 1.14 of National Instrument 51-102F1 – Management's Discussion and Analysis.

ITEM 14 - Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 7,628,000 common shares issued and outstanding as well as the following securities:

Quantity	Type	Exercise Price	Expiry Dates
612,800	Incentive Stock Options	$ 0.10	January27, 2021
150,000	Incentive Stock Options	0.10	June 4, 2023
74,280	Charitable Stock Options	0.10	January27, 2016
748,000	Share Purchase Warrants	0.10	August 31, 2014

ITEM 15 - Other MD&A Requirements

As defined in National Instrument 52-109, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation’s financial transactions.

The Corporation is not required to file an Annual Information Form under current securities legislation and thus has not filed one; however, a prospectus in connection with the Corporation’s IPO dated December 10, 2010 has been filed electronically on SEDAR at www.sedar.com.