

**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

April 22, 2014

Item 3 News Release

A news release was disseminated on April 22, 2014 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 has not met its obligations under its Halle option agreement and is now in conversation to extend it.

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

April 22, 2014

SCHEDULE "A"
PRESS RELEASE

SURREY CAPITAL CORP.

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FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SYC

SURREY CAPITAL CORP. – UPDATE

April 22, 2014 - Surrey Capital Corp. ("**Surrey**" or the "**Corporation**") entered in to an Option Agreement ("**Agreement**") with Richmond Minerals Inc. ("**Richmond**") and Mag Copper Inc. ("**Mag**") and, together with Richmond, the "**Vendors**") for the Halle Property (the "**Property**") in March 2013.

The Agreement permitted the Corporation to earn a 50% interest in the Property, upon the payment of CA\$20,000 and the issuance of 200,000 common shares of the Corporation to the Vendors which was done upon the release of the TSX Venture Exchange's ("**TSX**") Final Exchange Bulletin ("**FEB**") in March 2013. In addition, the Corporation was to issue an additional 400,000 common shares of the Corporation prior to the first anniversary of the release of the FEB, as well as spend a minimum of CA\$200,000 in exploration costs within the first year following the release of the FEB.

Due to the current resource markets, the Corporation has not issued the additional 400,000 common shares nor has it invested the required minimum of CA\$200,000 in exploration costs in the twelve months following the FEB.

While the Vendors have agreed to enter in to discussions with the Corporation to extend the Agreement, there is no assurance that such an extension will be granted by the Vendors.

Information about the Property

The Vendors, through a joint venture agreement, each own a 50 percent interest, in the Halle Township mineral exploration property located near Belleterre in southwestern Quebec. Richmond is the operator of the joint venture. During 2010, Richmond completed a preliminary exploration programme on the property including, line cutting, ground geophysical surveys and diamond drilling.

The property consists of 34 contiguous unpatented mining claims comprised of 1,980 hectares, more or less, in Halle Township, NTS map sheet 31-M-08. It lies approximately 22 kilometres east-northeast of the community of Belletarre and can be accessed via Route 816 and a secondary or tertiary bush road that intersects Route 816 some 30 kilometres east of Winneway, Quebec.

Two separate grids were cut and picketed on the property and are referred to as the north and south grids. A total of 61.3 line-kilometres (45.1 for the north grid, 16.2 for the south grid) were cut in the winter of 2010. Geophysique TMC of Val d'Or, Quebec completed a total field magnetic survey and a horizontal loop electromagnetic (EM) survey on each of the grids at the

property between May and June 2010. Anomalous magnetic and EM responses were recorded in the surveys on each grid, and several drilling targets were identified.

Richmond undertook a diamond drill programme from September 9 to October 15, 2010 to test the targets identified from interpretation of the ground geophysical data. The drilling contractor was Magma Drilling of Rouyn-Noranda, Quebec. A total of 1,613.32 lineal meters of diamond drilling in 7 holes (RMDH-10.01 to RMDH-10-07) were completed.

Results from the diamond drilling programme determined that the sources of the anomalous geophysical trends on the north and south grid areas of the property are sulphide mineralized deformation zones related to the local faulting. These faults are also found along lithological boundaries between the metavolcanic units in the northwestern portion of the property, and the metasedimentary units in the southeastern portion of the property.

The sulphide mineralization associated with these contact/fault zones is carrying elevated values of zinc and nickel, particularly in the central part of the north grid between holes RMDH-10-04 and RMDH-10-02 (central zone). Although not ore grade, these values are significant.

Additional diamond drilling and down hole geophysical surveying in the north grid area has been recommended in a 43-101 technical report prepared on the property for the Corporation.

Surrey Capital Corp.

The Corporation currently has working capital of approximately \$300,000 and 7,628,000 common shares issued and outstanding.

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

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 Prospectus dated December 10, 2010, as well as in our other public filings. The forward-looking statements are made as of the 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.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

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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