

**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 10, 2015

Item 3 News Release

A news release was disseminated on April 10, 2015 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

Mobilman Management Inc., a company that the Corporation is in the process of acquiring has released the Beta version of it application.

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

James Turner
Telephone: (514) 952-6469

Item 9 Date of Report

April 10, 2015

**SCHEDULE “A”
PRESS RELEASE**

SURREY CAPITAL CORP.

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FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: SYC

RESULTS OF SURREY CAPITAL CORP. AGM

**SURREY CAPITAL CORP ANNOUNCES THE RELEASE OF THE MOBILMAN BETA
ON iOS, ANDROID & DESKTOP**

April 10, 2015 - Surrey Capital Corp. (“**Surrey**” or the “**Corporation**”), is pleased to announce that Mobilman Management Inc. (“**MM**”), has released its BETA version of its SaaS solution for mobile workers.

The release of BETA is an important milestone towards the release of the commercial product, as this allows the development team to distribute the software to a select group of users who will help to conduct extensive tests on the Mobilman application and service.

Originally planned for the iPhone mobile platform, this BETA release now supports Android OS devices as well. With the release of this BETA, the MM team has included about 25% of the remaining functionality for the initial commercial release version. Most of the remaining functionality needed for a commercial version will allow customers to manage their own subscription plans, as well as allow customers to import some client data from other systems into Mobilman. Additionally, there will be performance enhancements and User Interface improvements.

The BETA version of the application provides among other things, the following:

- Ability to enter relevant projects, associated tasks and clients;
- Ability to assign tasks to users (one or multiple users per task);
- A dash board view with real-time, user status updates and views of which user is working on what task and in which location;
- Automatic user time sheet capture with the systems mobile Punch Clock feature;
- An Android OS client in addition to the IOS and web-based interfaces released in the Alpha version; and
- Usability enhancements and UI improvements based on feedback from Alpha users.

Robert Young the CEO of Mobilman stated: “It is very important that Mobilman be easy for a typical user to pick up and immediately operate, with little or no training. This is a demanding task but Mobilman’s sophisticated real time system can coordinate teams working at different locations throughout a city or around the world. I am very encouraged to see the progress being made with each release and I am confident that as we see the application starting to be used in the field, the team’s efforts will be much appreciated by users.”

The Mobilman Web, Android and iOS Mobile Application helps companies to improve their profitability by being able to better manage human and material resources. Using the client’s

existing geolocation capabilities of their computers, Smartphones and Tablets, Mobilman provides real-time two-way communications between managers and staff working in the field.

The Mobilman application works via WiFi and Cellular networks and allows users to access the service while in the field via their Internet connected Smartphone, Tablet or Laptop computer.

About Surrey

The Corporation currently has working capital of approximately \$210,000 and 7,628,000 common shares issued and outstanding and its shareholders approved the acquisition of Mobilman Management Inc. subject to completion of due diligence to the satisfaction of the Independent Committee of the Surrey board of directors

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 Exchange acceptance and the approval of the Independent Committee. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transaction, any information

released or received with respect to the COB/RTO may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.

Neither the Canadian Securities Exchange, the TSX Venture Exchange nor has the Investment Industry Regulatory Organization of Canada or any other regulatory body accepts responsibility for the adequacy or accuracy of this release.

For more information, please contact:

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