

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

### **SURREY CAPITAL CORP.**

This notice is provided pursuant to the requirements of section 4.9 of the National Instrument 51-102 – Continuous Disclosure Obligations.

#### **(a) Names of the Parties to the Transaction**

The following entities were parties to a reverse take-over transaction (the “Transaction”): (i) Mobilman Management Inc., incorporated pursuant to the laws of the Canada Business corporations Act (“MM”); and (ii) Surrey Capital Corp., an Ontario corporation (the “Corporation”)

#### **(b) Description of the Transaction**

On June 30, 2015, the Corporation acquired all of the voting common shares of MM through the issuance of 18,151,126 common shares, and settled \$176,519.40 in liabilities previously recorded on the books of MM via the issuance of 1,765,194 common shares of the Corporation.

Concurrently, an equity private placement offering (the “Offering”) was completed with the issue of 433,350 common shares of the Corporation at a price of \$0.10 per common share, raising aggregate gross proceeds of \$43,350.

The total deemed value of the transaction was \$2,034,967.

Upon completion of the Transaction there were 27,977,670 common shares of the Corporation issued and outstanding. As the former shareholders of MM acquired substantial control of the Corporation upon completion of the Transaction, for accounting purposes this Transaction was treated as a reverse takeover with MM being the reverse takeover acquirer.

#### **(c) Effective Date of the Transaction**

The effective date of the Transaction was June 30, 2015.

#### **(d) Reporting Issuer**

The Reporting Issuer will continue to be Surrey Capital Corp. and Mobilman Management Inc. will be the operating subsidiary.

**(e) Year-End Subsequent Transaction**

The Corporation's first financial year-end subsequent to the Transaction is June 30, 2015. The financial year-end of the Corporation prior to the completion of the Transaction was August 31, 2014.

**(f) Financial Statements During First Financial Year Subsequent to the Transaction**

The periods, including the comparative periods, of the interim and annual financial statements required to be filed for the Corporation's first financial year subsequent to the Transaction, and related filing deadlines, including certain comparative statements of MM's business as carried on prior to the acquisition by the Corporation, are as follows:

1. Annual financial statements for the financial year ended June 30, 2015 covering the period from July 1, 2014 to June 30, 2015 and comparative information will include the audited financial information for the period from July 1, 2013 to June 30, 2014. The filing deadline for these statements will be October 28, 2015. Certification by the CEO and CFO will refer to the period from July 1, 2014 to June 30, 2015.
2. Interim financial statements for the three month period ended September 30, 2015, with comparables for the period from July 1, 2014 to September 30, 2014. The filing deadline for these statements will be November 29, 2015. Certification by the CEO and CFO will refer to the three month period ended September 30, 2015.
3. Interim financial statements for the three month and six month period ended December 31, 2015, with comparables for the period from July 1, 2014 to December 31, 2014 and the three months comparables for the period ending December 31, 2014. The filing deadline for these statements will be February 29, 2016. Certification by the CEO and CFO will refer to the three month and six month period ended December 31, 2015.
4. Interim financial statements for the three month and nine month period ended March 31, 2016, with comparatives for the period from July 1, 2014 to March 31, 2015 and the three months comparables for the period ending March 31, 2015. The filing deadline for these statements will be May 30, 2016. Certification by the CEO and CFO will refer to the three and nine month period ended March 31, 2016.

- (g) In connection with the Transaction, the Corporation filed on SEDAR an Information Circular dated February 25, 2015 pursuant to the requirements of the Canadian Securities Exchange.

**Dated:** August 13, 2015

**Surrey Capital Corp.**

          /s/ Claude Ayache          

Claude Ayache

Chief Financial Officer and Corporate Secretary