

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for SYD Financial Inc. (the "Company"). This discussion should be read in conjunction with the Company's condensed interim financial statements and accompanying notes for the three month period ended June 30, 2015, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated August 25, 2015.

Description of Business

SYD Financial Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 18, 2015. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The address of its head office is located at 1288 Steeple Drive, Coquitlam, British Columbia, Canada V3E 1K2. The Company is a wholly-owned subsidiary of Alchemist Mining Inc. ("Alchemist") at June 30, 2015. Subsequent to June 30, 2015, a plan of arrangement was completed and the Company is no longer a subsidiary of Alchemist.

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

Overall Performance

On February 18, 2015, the date of incorporation, the Company issued one common share at a price of \$0.01.

Effective July 16, 2015, the Company with Alchemist, Chichi Financial Inc. ("Chichi") and Alexis Financial Inc. ("Alexis"), completed a statutory plan of arrangement (the "Arrangement"). As a result, the Company became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

Pursuant to the Arrangement, the Company issued 2,200,000 common shares of the Company to holders of Class 3 reorganization shares of Alchemist on a pro rata basis. Alchemist then redeemed all Class 3 reorganization shares held by the Company in consideration of the transfer of \$15,000 in working capital (\$12,598 of which had been advanced prior to June 30, 2015) and a promissory note in the principal amount of \$29,000 to the Company under the Arrangement. Upon completion of the Arrangement, all of the Company's common shares were held by the shareholders of Alchemist.

Proposed Transactions

At June 30, 2015, and the date of this MD&A, the Company has no proposed transactions.

SYD FINANCIAL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three month period ended June 30, 2015

Selected Annual Information

42-day period ended March 31, 2015.

	March 31, 2015
Continued Operations	
Net and comprehensive loss for the period	\$ -
Basic and diluted loss per share	-
Total Assets	1
Total Liabilities	-

Results of Operations

During the three months ended June 30, 2015, the Company incurred minimal costs.

Expenses comprised of legal fees of \$12,053 related to the plan of arrangement.

Related Party Transactions

At June 30, 2015, the Company has \$12,598 due to Alchemist (its parent Company at the time, now a Company with common officers and directors). The balance relates to legal fees paid on the Company's behalf by Alchemist prior to completion of the plan of arrangement.

Commitments

At June 30, 2015, and the date of this MD&A, the Company has no commitments.

Liquidity and Capital Resources

As at June 30, 2015, the Company has a working capital deficit of \$12,052 (March 31, 2015 - working capital of \$1), consisting primarily of GST receivable offset by amounts due to Alchemist.

To address working capital requirements for fiscal 2016, the Company entered into a plan of arrangement and received \$15,000 in cash and a promissory note for \$29,000 from Alchemist. The Company will need to pursue additional financing during the March 31, 2016 fiscal year to continue to identify and evaluate businesses and assets for a potential acquisition. Any such acquisition will require a significant financing.

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	<u>August 25, 2015</u>	<u>June 30, 2015</u>	<u>March 31, 2015</u>
Common Shares	2,200,001	1	1
Fully Diluted Shares	2,200,001	1	1

Financial and Other Instruments

The Company classifies its financial instruments as follows:

- Cash is classified as a financial asset at FVTPL; and
- Due to related party is classified as other financial liabilities.

The carrying values of these financial assets approximate their fair values.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

- Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At June 30, 2015, the Company has cash of \$1 available to apply against short-term business requirements and current liabilities of \$12,598. All of the liabilities are due within 90 days.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note2(c) of the Company's audited financial statements for the 42-day period ended March 31, 2015.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at June 30, 2015 or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business operations or revenue generation. The Company was incorporated on February 18, 2015 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its objective of acquiring a business or an asset.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the acquisition of a business or an asset will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Additional Disclosure for Venture Issuers without Significant Revenue

Detailed listings of general and administrative expenses are provided in the condensed interim financial statements of the Company for the three month period ended June 30, 2015.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Keith Anderson, President, CEO and Secretary
Joseph Meagher, CFO and Director
Blair Naughty, Director

Approval

The Board of Directors of SYD Financial Inc. has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR at www.sedar.com.