

Form 51-102F3
Material Change Report

1. Name and Address of Company

Syd Financial Inc.
1288 Steeple Drive
Coquitlam, BC V3E 1K2
(the “Company”)

2. Dates of Material Change(s)

July 14, 2011

3. News Release

A news release was disseminated through News File.

4. Summaries of Material Changes

On July 14, 2017, the Company announced it had entered into a securities exchange agreement dated July 10, 2017 (the “**Agreement**”) with 1109692 B.C. Ltd., a private British Columbia company (“**Numberco**”) and each of the securityholders of Numberco (collectively, the “**Numberco Securityholders**”), pursuant to which the Company has agreed to acquire 100% of the issued and outstanding common shares (the “**Numberco Shares**”) and share purchase warrants (the “**Numberco Warrants**”) of Numberco in consideration for the issuance of common shares and share purchase warrants of the company.

5. Full Description of Material Changes

5.1 Full Description of Material Change

See attached News Release.

5.2 Disclosure for Restructuring Transactions

N/A

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Keith Anderson, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 786-7774.

9. Date of Report

This report is dated July 21, 2017.

FOR IMMEDIATE RELEASE

July 14, 2017

Syd Financial Inc. Announces Entry into Securities Exchange Agreement

Vancouver, B.C. – **Syd Financial Inc.** (the “**Company**” or “**Syd**”) is pleased to announce that the Company has entered into a securities exchange agreement dated July 10, 2017 (the “**Agreement**”) with 1109692 B.C. Ltd., a private British Columbia company (“**Numberco**”) and each of the securityholders of Numberco (collectively, the “**Numberco Securityholders**”), pursuant to which the Company has agreed to acquire 100% of the issued and outstanding common shares (the “**Numberco Shares**”) and share purchase warrants (the “**Numberco Warrants**”) of Numberco in consideration for the issuance of common shares and share purchase warrants of the company (the “**Transaction**”). Upon the closing of the Transaction, Numberco will become a wholly-owned subsidiary of the Company.

Pursuant to the terms of the Transaction, the Numberco Securityholders have agreed to sell all 15,200,001 issued and outstanding Numberco Shares and all 15,200,000 outstanding Numberco Warrants to the Company in consideration for the Company issuing an equal number of common shares (the “**Company Shares**”) and share purchase warrants (the “**Company Warrants**”) to the Numberco Securityholders on a one for one basis. The Company Warrants will be exercisable at a price of \$0.05 per Company Share until expiry on April 19, 2027. The Company currently has 2,158,365 Company Shares issued and outstanding and on the closing date, the Company anticipates that there will be 17,358,366 Company Shares issued and outstanding following the issuance of Company Shares to the Numberco Securityholders. As the Company anticipates that the Numberco Securityholders will hold 87.6% of the issued and outstanding Company Shares on the closing date, the Company believes that the Transaction will constitute a reverse take-over transaction of the Company for accounting purposes.

There are no provisions in the Agreement regarding changes to the board of directors and management of the Company on the closing of the Agreement.

Closing of the Transaction is subject to the satisfaction of several standard conditions precedent as set out in the Agreement, including the provision by Numberco of audited financial statements.

About Numberco

Numberco is a mineral exploration issuer that owns a 100% legal and beneficial interest in and to 82 mineral claims covering approximately 4,557.37 hectares located in the Chapais Township, Quebec, that are collectively known as the Pluto Gold and Base Metals Property. The property is in the Nord-du-Quebec area of the Province of Quebec in the NTS sheets 32G14 and 32G15. It can be accessed by driving 9 hours from Montreal and is located 8 km west of the Chapais municipality.

SYD Financial Inc.

On behalf of the Board of Directors,

“Keith Anderson”

Keith Anderson, President, CEO and Director, Syd Financial Inc.

For further information on the Company, please email kanderson7774@gmail.com

Keith Anderson

Syd Financial Inc.

604 786-7774

Statements in this news release that are not historical facts are forward-looking statements. Forward-looking statements are statements that are not historical, and consist primarily of projections - statements regarding future plans, expectations and developments. Words such as "expects", "intends", "plans", "may", "could", "potential", "should", "anticipates", "likely", "believes" and words of similar import tend to identify forward-looking statements. Forward-looking statements in this news release include the closing of the Agreement, the satisfaction of the closing conditions thereof, and the percentage holdings of the Numberco Securityholders in the Company on the closing date. All of these forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied, including, without limitation, the state of the capital markets, fluctuations in the mining industry, the prices of commodities, the Company's ability to attract and retain qualified personnel and management, and the availability of capital to fund the Company's business, as well as other risks and uncertainties identified under the heading "Risk Factors" in the Company's continuous disclosure documents filed on SEDAR. You are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. The Company cannot assure you that actual events, performance or results will be consistent with these forward-looking statements, and management's assumptions may prove to be incorrect. These forward-looking statements reflect current expectations regarding future events and operating performance and speak only as of the date hereof and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable law. For the reasons set forth above, you should not place undue reliance on forward-looking statements.