

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Syd Financial Inc.**  
303 – 570 Granville Street  
Vancouver, BC V6C 3P1  
(the “Company”)

**2. Dates of Material Change(s)**

June 29, 2018

**3. News Release**

A news release was disseminated through Stockwatch and News File.

**4. Summaries of Material Changes**

On June 29, 2018, the Company announced that its shares were listed on the Canadian Securities Exchange on June 28, 2018 under the symbol “SYDF”. Immediately upon the listing, trading of the Company’s shares were halted pending completion of a private placement, following which the shares will resume trading. Accordingly, the Company has arranged a non-brokered private placement financing of up to 2,500,000 units (each, a “Unit”) at a price of \$0.20 per Unit for gross proceeds of up to \$500,000.

**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 3, 2018.

**SYD FINANCIAL INC.**  
303 – 570 Granville Street  
Vancouver, BC V6C 3P1

***Not for distribution to U.S. Newswire Services or for dissemination in the United States.***

FOR IMMEDIATE RELEASE

June 29, 2018

**Syd Financial Inc. Announces Listing on the CSE and Non-Brokered Private Placement**

Vancouver, B.C. – **Syd Financial Inc.** (the “**Company**” or “**Syd**”) is pleased to announce that its shares will be listed on the Canadian Securities Exchange on June 28, 2018 under the symbol “SYDF”. Immediately upon the listing, trading of the Company’s shares will be halted pending completion of a private placement described herein, following which the shares will resume trading. Accordingly, the Company has arranged a non-brokered private placement financing (the “**Financing**”) of up to 2,500,000 units (each, a “**Unit**”) at a price of \$0.20 per Unit for gross proceeds of up to \$500,000. Each Unit will consist of one common share (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder to purchase one additional Share at a price of \$0.40 per Share for a period of two years from closing.

A portion or all of the Financing may be completed pursuant to Multilateral Notice 45-313 – Prospectus Exemption for Distributions to Existing Security Holders and the corresponding blanket orders and rules in the participating jurisdictions (the “**Existing Security Holder Exemption**”). The Company has set June 27, 2018 as the record date for the purpose of determining shareholders entitled to participate in the Financing in reliance on the Existing Shareholder Exemption. Qualifying shareholders who wish to participate in the Financing should contact the Company at the contact information set forth below. In the event that aggregate subscriptions for Units under the Financing exceed the maximum number of securities to be distributed, then Units will be sold to qualifying subscribers on a pro rata basis based on the number of Units subscribed for. In addition to conducting the Financing pursuant to the Existing Shareholder Exemption, the Financing will also be conducted pursuant to other available prospectus exemptions.

Proceeds of the Financing are to be used for working capital purposes as required by the Canadian Securities Exchange in connection with the recent listing of the Company’s shares on the exchange.

All securities issued in connection with the Financing will be subject to a statutory hold period expiring four months and one day after closing of the Financing. Completion of the Financing is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals.

None of the securities issued in connection with the Financing will be registered under the United States *Securities Act of 1933*, as amended (the “**1933 Act**”), and none may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the securities, in any state where such offer, solicitation or sale would be unlawful.

**SYD Financial Inc.**

On behalf of the Board of Directors,

*“Keith Anderson”*

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

For further information on the Company, please email [kanderson7774@gmail.com](mailto:kanderson7774@gmail.com)

Keith Anderson  
Syd Financial Inc.  
(604) 786-7774