

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)

October 16, 2018

3. News Release

A news release was disseminated through Stockwatch and News File.

4. Summaries of Material Changes

On October 16, 2018, the Company added the exemption for distribution to Investment Dealer to the exemptions subscribers could rely on in order to subscribe to its private placement previously announced on June 29, 2018.

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 November 19, 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

October 16, 2018

Syd Financial Inc. Non-Brokered Private Placement

Vancouver, B.C. – **Syd Financial Inc.** (the “**Company**” or “**Syd**”) Further to the news release from June 29, 2018, 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 Investment Dealer and the corresponding blanket orders and rules in the participating jurisdictions (the "Investment Dealer Exemption"). In addition to conducting the Financing pursuant to Investment Dealer Exemption and 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. There is no material fact or material change about the Company has not been generally disclosed.

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

Keith Anderson

Syd Financial Inc.

(604) 786-7774