

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

SYD Financial Inc. (the "**Company**")
Suite 303, 570 Granville Street
Vancouver, BC V6C 3P1

Item 2 Date of Material Change

February 10, 2020

Item 3 News Release

The news release was disseminated through Market News and Stockwatch.

Item 4 Summary of Material Change

On February 10th, 2020, the Company announced that intends to undertake a private placement of up to 500,000 flow-through units (the "FT Units") at a price of \$0.12 per FT Unit for total gross proceeds of up to \$60,000 and a private placement of up to 3,000,000 non flow-through units (the "NFT Units") at a price of \$0.10 per NFT Unit for total proceeds of \$300,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Keith Anderson, CEO and Director, (604) 786-7774

Item 9 Date of Report

February 19, 2020

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

FOR IMMEDIATE RELEASE

February 10, 2020

SYD ANNOUNCES PRIVATE PLACEMENT

Vancouver, B.C. – Syd Financial Inc. (the "Company") (CSE: SYDF) announces that it intends to undertake a private placement of up to 500,000 flow-through units (the "FT Units") at a price of \$0.12 per FT Unit for total gross proceeds of up to \$60,000 and a private placement of up to 3,000,000 non flow-through units (the "NFT Units") at a price of \$0.10 per NFT Unit for total proceeds of \$300,000. Each FT Unit will consist of one flow-through common share (a "FT Share") and one non-flow through transferable share purchase warrant (a "FT Warrant"). Each FT Warrant will entitle the holder to purchase one non-flow through common share (a "FT Warrant Share") at a price of \$0.25 for two years from the closing date. Each NFT unit will consist of one common share (a "NFT Share") and one transferable share purchase warrant (a "NFT Warrant"). Each NFT Warrant is exercisable to purchase an additional common share (a "NFT Warrant Share") at a price of \$0.25 for a period of two years from the closing date.

In connection with the private placement, the Company may pay finder's fees in cash or securities or a combination of both, as permitted by the policies of the Canadian Securities Exchange.

The proceeds of the FT private placement will be used on exploring the Company's Pluto Property. The Proceeds of the NFT private placement will be used towards general working capital.

Syd Financial Inc.
On behalf of the Board of Directors,
"Keith Anderson"
Keith Anderson, 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

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved of the contents of this press release.

Disclaimer for Forward-Looking Information

This news release contains forward-looking statements that involve various risks and uncertainties regarding future events. Such forward-looking statements are based on current expectations of management, involve a number of risks and uncertainties, and are not guarantees of future performance

of the Company. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proposed allocation of the net proceeds of the Financing. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors that may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.