

October 11, 2019

British Columbia Securities Commission
Canadian Securities Exchange

Dear Sirs:

AMPD Ventures Inc.

We refer to the prospectus of AMPD Ventures Inc. (the "Company") dated October 11, 2019, relating to qualifying for distribution common shares issuable for no additional consideration upon exercise or deemed exercise of 531,986 special warrants of the Company issued on September 18, 2019 at a price of \$0.35 per special warrant.

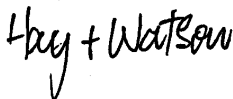
We have read the Company's final prospectus relating to the Company becoming a reporting issuer pursuant to applicable securities legislation in British Columbia. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to be named and to the use in the above-mentioned prospectus of our reports dated October 11, 2019 to the shareholders of AMPD Holdings Corp. on the following consolidated financial statements:

- Consolidated statements of financial position as at May 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years ended May 31, 2019 and 2018, and a summary of significant accounting policies and other explanatory information.
- Consolidated statements of financial position as at May 31, 2018 and 2017 and June 1, 2016, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years ended May 31, 2018 and 2017, and a summary of significant accounting policies and other explanatory information.

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook.

Yours sincerely



Chartered Professional Accountants