

This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102F3
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

AMPD Ventures Inc.
Suite 2050, 1055 West Georgia St.
PO Box 11121, Royal Centre
Vancouver, BC V6E 3P3

Item 2. Date of Material Change

November 4, 2019

Item 3. Press Release

November 4, 2019 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. provides company update and announces stock option grant.

Item 5. Full Description of Material Change

Please see attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers/Directors

The following senior officers/directors of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Anthony Brown
CEO & Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC, V6E 3P3
(604) 684-2181

Ravinder Kang
Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC V6E 3P3
(604) 684-2181

Item 9. Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Dated this 4th Day of November, 2019.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD CEO PROVIDES CORPORATE UPDATE AS NEWLY LISTED PUBLIC COMPANY

AMPD Ventures Inc. (C-AMPD), a high-performance computing company providing the infrastructure necessary for data visualization, video rendering, eSports, artificial intelligence, augmented reality/virtual reality, and high-level academic research, is now listed for trading on the Canadian Stock Exchange (CSE).

To help our new investors understand our business operations better, CEO Anthony Brown has prepared the first quarterly update for shareholders interested in current and coming plans of the business.

CONFERENCE APPEARANCES:

AMPD Chief Strategy Officer, James Hursthouse is slated to present at the upcoming GStar 2019 Global Game Exhibition and Conference taking place from November 14th to 17th in Busan, South Korea (www.gstar.or.kr/eng/), alongside British Columbia provincial Innovation Commissioner, Dr Alan Winter, and leading experts from the online and mobile games industry.

The GStar conference is the largest gaming conference in South Korea, having attracted 230,000 people in 2018 and over 700 exhibitors. AMPD has attended annually for a number of years, including as industry champion for Canada in 2017. Hursthouse will represent not only AMPD, but the creative technology sector in B.C. in general at the event. Hursthouse then continues on to Hyderabad, India to attend and speak at India Joy 2019 at the invitation of the organizers. India Joy is billed as the largest congregation of gaming, animation, VFX, e-sports, and entertainment events in India (www.indiajoy.in). AMPD was also represented at the Banff Reboot Red Conference (October 30th to November 1st, 2019) and plans to attend the annual Game Developers Conference in San Francisco, CA, in March 2020, and SigGraph 2020 in Washington, D.C., in July 2020, among other conferences and events.

DATA CENTRE 1 (DC1) PROJECT UPDATE:

Construction of AMPD's first data centre, at the Waterfall Building on Vancouver's West 2nd Avenue, is complete and all equipment is now operational. These data centres capture the heat generated by the servers and distribute it to the surrounding building. Clean drinking water is generated by the condensing systems in the air conditioners.

Initial client contract signings for DC1, and onboarding, are expected shortly and will be announced in due course. Agreements in the existing pipeline will, when finalized and executed, be anticipated to max out DC1's current capacity.

DATA CENTRE 2 (DC2) PROJECT UPDATE:

AMPD is at the design stage of its second high-performance computing centre, pending final agreements. Updates on this project will be provided in the coming weeks. AMPD partners with Dell, Lenovo, HP, EMC, NVidia, Kaminario, Perforce and Fortinet, among others, in providing hardware and software for high performance computing clients as part of this strategy.

CAPILANO UNIVERSITY CREATIVE TECHNOLOGY COMMUNITY UPDATE:

On October 5th, 2018, AMPD Holdings entered into an MOU with Capilano University, Greenstone Business Services Inc., and Hynes Developments through which AMPD, Greenstone and Hynes proposed a joint venture or other form of collaborative relationship through which to develop a space, currently known as The Creative Technology Community, at the University for collaboration amongst students, faculty, and industry.

The collaboration is a joint effort to develop future generations of digital storytellers in technology-related areas such as animation, film, games, visual effects and emerging platforms. The CTC is intended to house a three-megawatt AMPD Data Centre and negotiations are ongoing.

INDUSTRY PARTNERSHIPS:

AMPD is a member of industry associations and organizations in B.C., including; DigiBC – the Interactive and Digital Media Industry Association of B.C. (Member), where AMPD CSO James Hursthouse also sits on the board; The Cube Mixed Reality Society (Founding Sponsor); and Canada's Digital Technology Supercluster (CDTS) (Founding Member, Board Member, Executive Committee Member).

DIGITAL SUPERCLUSTER PROJECTS:

Several projects are currently in the negotiation and planning stage through Canada's Digital Technology Supercluster, which will draw matching funds from the Canadian government upon execution. The government has set aside \$950 million for Supercluster financing.

On November 26th, 2018, The Learning Factory Digital Twin Project, a \$6.6M project in which AMPD is participating in conjunction with Avcorp, LlamaZOO, UBC, and Convergent, was approved for \$2.1M in CDTS funding. The project centres around the development of a Learning Factory at the UBC Innovation Precinct located at the Okanagan Campus in Kelowna, B.C., and will serve as a digital twin of a physical production facility. Sensors will collect real-time data to be used in combination with physics-based simulations of the production line to detect problems faster, predict results more accurately, and ultimately lead to the manufacturing of better products.

As announced in its prospectus, AMPD is supplying the compute infrastructure for this project. An additional full project proposal, centred around plant genome research, was submitted by AMPD and Terramera Inc at the end of June 2019.

For further information concerning the company and its business, please see the long-form prospectus dated October 11th, 2019, supporting its application for listing on the CSE. A copy of the prospectus was filed under the company's profile at SEDAR.

STOCK OPTION GRANT

The Company also announces that 700,000 incentive stock options were granted to directors, officers and employees of the company in accordance with the company's stock option plan. The options have an exercise price of 50 cents per share and are exercisable for a period of five years unless terminated pursuant to the terms of the option plan. The options and any shares issued upon exercise thereof will be subject to a hold period of four months and one day from the date of grant.

About AMPD Ventures Inc.

AMPD specializes in providing high-performance cloud and computing solutions for low-latency applications, including video games and eSports, digital animation and visual effects, and big data collection, analysis and visualization.

We seek Safe Harbor.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement

This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "forward-looking statements"). The use of any of the word "will" and similar expressions are intended to identify forward-looking statements.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.

THIS PRESS RELEASE, REQUIRED BY APPLICABLE CANADIAN LAWS, IS NOT FOR DISTRIBUTION TO THE U.S. NEWS WIRES SERVICES OR FOR DISSEMINATION IN THE UNITED STATES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.