

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 26, 2019

**Item 3. Press Release**

November 26, 2019 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. intends to complete a non-brokered private placement of up to 5,000,000 units at a price of CAD 40 cents per unit for gross proceeds of up to CAD \$2,000,000

**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 26<sup>th</sup> Day of November, 2019.

“Anthony Brown”

Anthony Brown  
Name

CEO & Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

# AMPD VENTURES INC.

*News Release*

## AMPD VENTURES ANNOUNCES \$2 MILLION PRIVATE PLACEMENT

*HIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR DISSEMINATION  
IN THE UNITED STATES*

**Vancouver, British Columbia – Tuesday, November 26, 2019 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0)** intends to complete a non-brokered private placement of up to 5,000,000 units at a price of CAD 40 cents per unit for gross proceeds of up to CAD \$2,000,000. Each unit will be composed of one common share and one-half common share purchase warrant. Each warrant is exercisable to purchase one common share of the company at a price of CAD 60 cents per share for a period of 18 months from the date of closing of the private placement.

The private placements are subject to Canadian Stock Exchange approval, and all securities are subject to a four-month hold period. Finders' fees will be payable in connection with the private placements, all in accordance with the policies of the Canadian Stock Exchange and applicable securities laws.

The proceeds from this private placement will be used for expansion, key staff hiring, and general working capital purposes.

ON BEHALF OF THE BOARD of DIRECTORS

*“Anthony Brown”*

Anthony Brown  
CEO & Director

For more information on AMPD visit <https://www.ampd.tech>