

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

January 10, 2020

Item 3. Press Release

January 10, 2020 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it intends to complete a private placement of up to 4,000,000 units (each, a "Unit") at a price of CAD \$0.2375 per Unit for gross proceeds of up to CAD \$950,000.00 (the "Private Placement").

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 10th Day of January, 2020.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

AMPD VENTURES ANNOUNCES UP TO CAD \$950,000 PRIVATE PLACEMENT

Vancouver, British Columbia – Friday, January 10th, 2019 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0) announces that it intends to complete a private placement of up to 4,000,000 units (each, a “Unit”) at a price of CAD \$0.2375 per Unit for gross proceeds of up to CAD \$950,000.00 (the “Private Placement”).

Each Unit will be composed of one common share of the Company (the “Shares”) and one-half of one common share purchase warrant (each such whole warrant, a “Warrant”). Each whole Warrant is exercisable to purchase one additional Share at a price of CAD \$0.50 per Share for a period of 12 months from the date of closing of the Private Placement.

It is expected that all subscribers will rely on the exemption set out in Section 2.5 of National Instrument 45-106 to acquire the Units on a private placement basis.

Prior to the completion of the Private Placement, it is anticipated that certain subscribers that are shareholders of the Company will sell up to 3,626,000 Shares at CAD \$0.25 per Share from their personal holdings, including the insiders described below, with the proceeds from such sale to be used to acquire an equal number of Units under the Private Placement.

The Private Placement is subject to regulatory approval, including Canadian Securities Exchange approval, and all securities sold pursuant to the Private Placement will be subject to a four-month hold period.

Anthony Brown, CEO of the Company, and Paul Mari, VP Operations of the Company, are expected to participate in the Private Placement and to each purchase 363,000 Units for an aggregate of 726,000 Units using the proceeds from the sale described above to fund the purchase. The participation in the Private Placement by the insiders constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“61-101”).

In conducting their review and approval process with respect to the sale and issuance of 726,000 Units to the insiders, disinterested directors of the Company (i.e., those other than the insiders participating in the Private Placement) will approve such sale and issuance of Units. The Private Placement is exempt from the formal valuation and minority shareholder approval requirements of 61-101 as, among other things, neither the fair market value of the securities issued to related parties nor the consideration for such securities exceed 25% of the Company’s market capitalization.

Mr. Brown owns or controls 10.08% of the issued and outstanding Shares on a non-diluted basis and 15.62% on an as-converted basis. Following the closing of the Private Placement, Mr. Brown would own or control 8.52% of the issued and outstanding Share on a non-diluted basis and 14.61% on an as-converted basis, assuming Mr. Brown sells 363,000 Shares prior to the Private Placement, purchases 363,000 Units and the Company sells an aggregate of 4,000,000 Units.

Mr. Mari owns or controls 9.78% of the issued and outstanding Share on a non-diluted basis and

10.32% on an as-converted basis. Following the closing of the Private Placement, Mr. Mari would own or control 8.79% of the issued and outstanding Share on a non-diluted basis and 9.71% on an as-converted basis, assuming Mr. Mari sells 363,000 Shares prior to the Private Placement, purchases 363,000 Units and the Company sells an aggregate of 4,000,000 Units.

A material change report in connection with the Private Placement will be filed less than 21 days before the closing of the Private Placement. The Company believes this shorter period is reasonable and necessary in the circumstances as the Company wishes to complete the Private Placement in a timely manner.

This Private Placement replaces the private placement previously announced on November 26th, 2019, which was terminated by the Company.

The proceeds from the Private Placement are expected to be used for expansion, key staff hiring, and general working capital purposes.

About AMPD Ventures Inc.

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

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ “Anthony Brown”

Anthony Brown
CEO & Director
AMPD Ventures Inc.
info@ampd.tech | Tel: 604-332-3329

For more information on AMPD, please contact:

Satnam Brar
Tel: 604-332-3329 ext. 3
satnam.brar@ampd.tech

Or visit <http://www.ampd.tech>

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

Cautionary Statement

Certain statements made herein may contain forward-looking statements or information within the meaning of the applicable Canadian securities laws. Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking

statements or information herein include, but are not limited, to statements or information with respect to the completion of the Private Placement, aggregate sale of Units and receipt of proceeds from the Private Placement, the use of proceeds of the Private Placement, the exemption used by purchasers under the Private Placement, the sale of shares by the purchasers under the Private Placement and the participation in the Private Placement of insiders of the Company.

Forward-looking statements and forward-looking information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. We have made certain assumptions about the forward-looking statements and information, including receipt of all approvals required for the Private Placement and ability to complete the Private Placement. Although our management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements or information will prove to be accurate. Furthermore, should one or more of the risks, uncertainties or other factors materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or information. These risks, uncertainties and other factors include the ability to complete the Private Placement and receive the approvals necessary to complete the Private Placement and those factors discussed in the section entitled "Risk Factors" in the Company's Form 2A Listing Statement dated October 17, 2019 and "Risk and Uncertainties" in the Company's most recent Management Discussion and Analysis filed on SEDAR.

There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on the forward-looking statements or information contained herein. Except as required by law, we do not expect to update forward-looking statements and information continually as conditions change and you are referred to the full discussion of the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada.

All forward looking statements and information contained in this News Release are qualified by this cautionary statement.

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.