

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 24, 2020

Item 3. Press Release

January 24, 2020 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it is entering into an international partnership arrangement with leading Content Delivery Network provider, System73 Limited.

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 24th Day of January, 2020.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

System73 and AMPD Partner for Global Multi-CDN Solution and Expansion of the AMPD High-Performance Compute Platform into Europe

Vancouver, British Columbia – Friday, January 24th, 2020 – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0) is proud to announce that it is entering into an international partnership arrangement with leading Content Delivery Network provider, System73 Limited (“System73”).

Headquartered in Malta, System73 offers a complete, global end-to-end content delivery network (“CDN”) solution through their Kuno™ Platform, which has been designed to provide a high quality experience for globally distributed data and video over the internet. Its technology leverages the adoption of WebRTC and WebSockets to build a virtual network that can connect to over a billion devices and efficiently stream video to unlimited numbers of concurrent viewers. System73 has points of presence in over 500 cities around the world on its Multi-CDN network, and services customers such as TATA Communications Limited (NSE: TATACOMM), Eurovision, and Spil Games.

The two companies have entered into a Letter of Intent and intend to complete a definitive agreement in the near future. Under the terms of the agreement, it is expected that AMPD will promote, sell, and support System73’s CDN solution across North America, helping to bolster System73’s global reach, and System73 will promote, sell, and support AMPD’s HPC Hosting Platform to customers across Europe, helping to enhance AMPD’s presence in Europe in return.

“AMPD and System73 have perfect synergy with services that complement and expand each other’s offerings with very little overlap,” said Anthony Brown, CEO of AMPD Ventures. “Using an E-Sports game as an example, AMPD might use Kuno™ from System73 to deliver the game client software to the gamer’s computer or console in a fast, cost-effective way. When the gamer launches the game, they can connect to the AMPD HPC Platform to play the live game, resulting in a seamless, upgraded gaming experience.”

“Given the AMPD team’s decades of experience in high-performance computing and their extensive network of contacts in the video games and digital media sector across North America, it made complete sense for us to enter into this agreement. We expect it will open up new opportunities for both companies as we combine to offer a full end-to-end high-performance delivery and hosting solution for our customers around the world,” said Michael Ritchie, Chief Commercial Officer at System73.

The transatlantic partnership gives European companies a local channel to work with AMPD via the team at System73 and enables AMPD to cater to European customers with its solutions across both Europe and North America.

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. 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.

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>

About System73 Limited

System73 specializes in optimizing content delivery networks for video and other web services by providing augmented turn-key Multi-CDN solution and using patented deep learning processes that predict internet traffic congestion and then route around it.

For more information on System73, please visit <http://www.system73.com> or contact sales@system73.com

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ “Anthony Brown”

Anthony Brown
CEO & Director
AMPD Ventures Inc.

info@ampd.tech | Tel: 604-332-3329

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 plans with respect to the partnership with System73, including finalizing the exact terms of the partnership, the timing of the implementation of the partnership, and the expected revenues to be generated from the partnership.

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 AMPD's ability to successfully negotiate a definitive agreement with System 73, the ability to work successfully with System73, and the ability to generate the revenue from the partnership with System73. 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 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.