

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**

February 7, 2020

**Item 3. Press Release**

February 7, 2020 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. announces the closing of the previously announced private placement financing for gross proceeds the amount of CAD \$978,262.50.

**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 7<sup>th</sup> Day of February, 2020.

“Anthony Brown”

Anthony Brown  
Name

CEO & Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

# AMPD VENTURES INC.

## *News Release*

### AMPD VENTURES ANNOUNCES CLOSING OF PRIVATE PLACEMENT

**Vancouver, British Columbia – Friday, February 7, 2020 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0)** is pleased to announce the closing of the previously announced private placement financing for gross proceeds the amount of CAD \$978,262.50 (the “Private Placement”). Under the Private Placement, the Company issued 4,119,000 units (each, a “Unit”) at a price of CAD \$0.2375 per Unit. Each Unit is comprised of one common share and one-half of one common share purchase warrant having an exercise price of CAD \$0.50 and a term of 12 months from the date of closing of the Private Placement. As previously announced in the Company’s news release dated January 10, 2020, the Private Placement initially contemplated the issuance and sale of up to 4,000,000 Units, but the size of the Private Placement was subsequently increased by the Company.

The Private Placement remains subject to regulatory approval and all securities issued will be subject to a four-month hold period.

As noted previously, the Company intends to use the proceeds from the Private Placement for expansion, key staff hiring, and general working capital purposes.

Anthony Brown, CEO of the Company, and Paul Mari, VP Operations of the Company, each purchased 363,000 Units under the Private Placement. For further details concerning the Private Placement, including the participation by such insiders, please refer to the Company's news release dated January 10, 2020.

#### **Change of Year-End**

AMPD also announces that it is changing its fiscal year-end to May 31, from its current fiscal year-end of February 28. The notice for the year-end change required under National Instrument 51-102 has been filed under the Company’s profile at [www.sedar.com](http://www.sedar.com).

AMPD believes this change of year-end will better align the Company's financial reporting periods to that of its operating subsidiary.

As a result, AMPD will report audited financial results for a fifteen-month transitional fiscal year from March 1, 2019 to May 31, 2020 with a comparative of twelve-month audited financial statements from June 1, 2018 to May 31, 2019. Subsequently, AMPD will revert to a customary quarterly reporting calendar based on a May 31 financial year-end, with fiscal quarters ending on the last day in August, November, February, and May each year.

#### **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](mailto: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](mailto: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, and the use of proceeds of the Private Placement.

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 the use of proceeds of 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 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.**