

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

June 11, 2020

Item 3. Press Release

June 11, 2020 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it intends to complete a private placement and a shares for debt transaction.

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 11th day of June 2020.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

AMPD VENTURES ANNOUNCES PROPOSED PRIVATE PLACEMENT AND SHARES FOR DEBT TRANSACTION

Vancouver, British Columbia – June 11th, 2020 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0) announces that it intends to complete a private placement and a shares for debt transaction.

The Company anticipates completing a private placement through which the Company is expected to issue up to 600,000 units (the “PP Units”) at a price of CAD \$0.20 per unit for aggregate proceeds of CAD \$120,000 (the “Private Placement”). Each PP Unit will be comprised of one common share (each, a “Share”) and one-half of one common share purchase warrant having an exercise price of CAD \$0.30 per Share and a term of 12 months from the date of closing of the Private Placement.

Prior to the completion of the Private Placement, it is expected that Mr. Anthony Brown, CEO of the Company, will sell 600,000 Shares at CAD \$0.20 per Share from his personal holdings, with the proceeds from the sale being used to acquire an equal number of PP Units under the Private Placement.

The Company intends to use the proceeds from the Private Placement for general working capital purposes.

The Company also anticipates completing a shares for debt transaction through which it will agree to settle \$308,000 of indebtedness owed to a third party in exchange for 1,540,000 units (the “Debt Units”) at a price of CAD \$0.20 per unit (the “Shares for Debt Transaction”). Each Debt Unit will be comprised of one Share and one common share purchase warrant having an exercise price of CAD \$0.30 and a term of 24 months from the date of closing of the Shares for Debt Transaction.

Both transactions are subject to regulatory approval and all securities issued will be subject to a four-month hold period.

Mr. Brown’s participation in the Private Placement 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 600,000 PP Units to Mr. Brown, disinterested directors of the Company (i.e., those other than Mr. Brown) have approved 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.

Prior to the closing of the Private Placement and the Shares for Debt Transaction, Mr. Brown owns or controls 7.4% of the issued and outstanding Shares on a non-diluted basis and 13.58% on an as-converted basis. Following to the closing of the Private Placement and the Shares for Debt Transaction, Mr. Brown will own or controls 8.42% of the issued and outstanding Shares on a non-diluted basis and 14.25% on an as-converted basis.

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.

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:

Mishka Gounden
Tel: 604-332-3329 ext. 3
mishka.gounden@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 Shares for Debt Transaction, aggregate sale of PP Units and Debt Units, and receipt of

proceeds from the Private Placement, the use of proceeds of the Private Placement, the sale of Shares by the purchaser under the Private Placement and the insider participation in 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 Shares for Debt Transaction and ability to complete the Private Placement and Shares for Debt Transaction. 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 Shares for Debt Transaction and receive the approvals necessary to complete the Private Placement and Shares for Debt Transaction 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.

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