

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 15, 2020

**Item 3. Press Release**

June 15, 2020 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. announced that it had completed the private placement and shares for debt transaction as previously announced on June 11, 2020.

**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 15<sup>th</sup> day of June 2020.

\_\_\_\_\_

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 AND SHARES FOR DEBT TRANSACTION**

**Vancouver, British Columbia – June 15<sup>th</sup>, 2020 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0)** is pleased to announce the closing of the private placement and shares for debt transaction, as previously announced in the Company’s news release dated June 11, 2020.

Under the private placement, the Company issued 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 is 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.

Mr. Anthony Brown, CEO of the Company, purchased the 600,000 Units under the Private Placement. Prior to the completion of the Private Placement, Mr. Brown sold 600,000 Shares at CAD \$0.20 per Share from his personal holdings, with the proceeds from the sale being used to acquire the 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 completed the announced shares for debt transaction through which it settled \$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 is 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.

All securities issued under the Private Placement and the Shares for Debt Transaction are subject to a four-month hold period.

Mr. Brown’s participation in the Private Placement constituted a “related party transaction” as defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. For further details concerning the Private Placement, including Mr. Brown’s participation, and the Shares for Debt Transaction, please refer to the Company’s news release dated June 11, 2020.

#### **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](mailto: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 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 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 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.***