

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares of AMPD Ventures Inc (“AMPD”), with a head office at #210-577 Great Northern Way, Vancouver, BC, V5T 1E1

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

See Item 2.2.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Anthony Brown (“Brown”)
872 Keil St.
White Rock, B.C. V4B 4V5

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Brown purchased or disposed of the following securities of AMPD:

- acquired 105,000 common shares of AMPD (the “Shares”) for \$0.2680 per share on the Canadian Securities Exchange (the “CSE”) on December 16, 2019;
- disposed 363,000 Shares for \$0.2375 per share on the CSE on January 10, 2020;
- disposed 2,500 Shares for \$0.35 per share on the CSE, on February 5, 2020;
- disposed 82,500 Shares for \$0.35 per share on the CSE on February 6, 2020;
- acquired 363,000 units of AMPD for \$0.2375 per unit, with each such unit consisting of one Share and one half of one warrant, with each full warrant entitling the holder to purchase an additional Share for \$0.50 per Share until February 7, 2021 through a private placement on February 7, 2020;
- disposed 600,000 Shares for \$0.20 per share through a private transaction on June 12, 2020;

- acquired 600,000 units of AMPD for \$0.20 per unit, with each such unit consisting of one Share and one half of one warrant, with each full warrant entitling the holder to purchase an additional Share for \$0.30 per Share until June 15, 2021 through a private placement on June 15, 2020;
- indirectly, through Rabid Publishing Inc., a company controlled by Brown, acquired 240,000 Shares for \$0.14 per share on the CSE on August 24, 2020;
- disposed 1,460,500 Shares for \$0.10 per share through a private transaction on December 2, 2020; and
- acquired 2,460,500 units of AMPD for \$0.10 per unit, with each such unit consisting of one Share and one half of one warrant, with each full warrant entitling the holder to purchase an additional Share for \$0.15 per Share until December 13, 2021 through a private placement on December 14, 2020.

Prior to such purchases, Brown owned 3,652,886 Shares and warrants entitling the holder to purchase an additional 2,641,025 Shares, being 8.7% of the outstanding Shares and 15.82% assuming exercise of all warrants held by Brown.

2.3 State the names of any joint actors.

None.

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2.

Following the purchases set out in Item 2.2, Brown owns 4,667,386 Shares and warrants entitling the holder to purchase an additional 4,352,775 Shares, being 9.64% of the outstanding Shares and 17.10% assuming exercise of all warrants held by Brown.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See Item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

n/a

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before

and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 2.2 and 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

See Item 3.1.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

See Item 3.1.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

n/a

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

n/a

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

n/a

Item 4 Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See Item 2.2.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 2.2.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

n/a

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) **a solicitation of proxies from securityholders;**
- (k) **an action similar to any of those enumerated above.**

The securities were acquired for investment purposes. Brown may, depending on the market and other conditions, increase or decrease his beneficial ownership of the AMPD's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

Item 6 - Agreements, Arrangements, Commitments Or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

n/a

Item 7 — Change In Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

n/a

Item 8 — Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

n/a

Item 9 — Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated February 1st, 2021.

(signed Anthony Brown)

Name: Anthony Brown