

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.
#210-577 Great Northern Way
Vancouver, BC
V5T 1E1

Item 2. Date of Material Change

March 10, 2021

Item 3. Press Release

March 10, 2021 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it has closed a non-brokered private placement financing of CAD \$849,999.90.

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 10th Day of March, 2021.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration



AMPD VENTURES ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, British Columbia – March 10th, 2021 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0) is pleased to announce that further to its news release of March 5, 2021, it has closed a non-brokered private placement financing of CAD \$849,999.90.

In consideration, the Company issued 5,666,666 Units at a price of CAD \$0.15 per Unit for gross proceeds of CAD \$849,999.90. Each Unit is comprised of one common share (each a “Unit Share”) and one common share purchase warrant having an exercise price of CAD \$0.25 per Share and a term of 36 months from the date of closing of the private placement (each a “Unit Warrant”). All securities issued under the private placement are subject to a four-month hold period.

The lead investor in the private placement is ThreeD Capital Inc., a Canadian-based venture capital firm led by Mr. Sheldon Inwentash, focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors. ThreeD Capital Inc. invested \$525,000 for 3,500,000 Units. Mr. Inwentash also personally invested \$300,000 for 2,000,000 Units.

The Company intends to use the proceeds from the private placement for general working capital purposes.

"We are extremely excited to have Sheldon Inwentash and his company, ThreeD Capital invest in AMPD," said Anthony Brown, CEO of AMPD Ventures Inc. "We see many synergies between AMPD and ThreeD Capital's portfolio of companies and are pleased that Sheldon recognizes the value that we anticipate we can generate with AMPD's High-Performance Computing at the Edge approach."

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

For more information on AMPD, please contact:

Investor Relations
Tel: 604-332-3329 ext. 3
ir@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 use of proceeds of the private placement, and the value and return that is expected to be generated by AMPD’s High-Performance Computing at the Edge approach.

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 and the value and return that is expected to be generated by AMPD’s High-Performance Computing at the Edge approach. 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.