

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of AMPD Ventures Inc. (the “Company”), 210-577 Great Northern Way, Vancouver, BC, V5T 1E1. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

The transaction described in item 1 above took place on March 10, 2021, and involved the following joint actor of ThreeD Capital Ltd (“ThreeD”):

- Sheldon Inwentash (the “Joint Actor”), 126 Old Forest Hill Road, Toronto, ON M5P 2R9

The address of ThreeD is 130 Spadina Avenue, Suite 401, Toronto, ON, M5V 2L4.

3. Interest in Securities of the Reporting Issuer

ThreeD and its Joint Actor acquired ownership and control of an aggregate of 5,500,000 common shares (the “Subject Shares”) and 5,500,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company on March 10, 2021. Furthermore, 900,000 common share options (the “Subject Options”) were granted by the Company to an entity controlled by the Joint Actor pursuant to an advisory agreement (the “Option Grant”). The Subject Shares represented approximately 10.2% of all issued and outstanding common shares of the Company as of March 10, 2021 immediately following the transaction described above (or approximately 19.7% on a partially diluted basis, assuming exercise of the Subject Warrants and Subject Options only), resulting in a corresponding increase in the percentage of shares held by ThreeD and the Joint Actor as a result of the transaction.

Immediately before the transaction described above, ThreeD and the Joint Actor did not hold any securities of the Company.

Immediately following the transaction and Option Grant described above, ThreeD and the Joint Actor held an aggregate of 5,500,000 common shares (the “Post-Closing Shares”) and convertible securities entitling ThreeD and the Joint Actor to acquire an additional 6,400,000 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 10.2% of the issued and outstanding common shares of the Company (or approximately 19.68% assuming exercise of such Post-Closing Convertible Securities only). Of this total, ThreeD held an aggregate of 3,500,000 of the Post-Closing Shares and 3,500,000 of the Post-Closing Convertible Securities representing approximately 6.5% of the issued and outstanding common shares of the Company (or approximately 12.2% assuming exercise of such Post-Closing Convertible Securities only), and the Joint Actor held an aggregate of 2,000,000 of the Post-Closing Shares and

2,900,000 of the Post-Closing Convertible Securities representing approximately 3.7% of the issued and outstanding common shares of the Company (or approximately 8.6% on a partially diluted basis, assuming exercise of such Post-Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$825,000, or \$0.15 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by ThreeD and the Joint Actor are managed for investment purposes. ThreeD and the Joint Actor may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Units were acquired in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that each of ThreeD and the Joint Actor is a “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 10th day of March, 2021

THREED CAPITAL INC.

“Lynn Chapman”

Lynn Chapman

Chief Financial Officer and Corporate Secretary