

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 29, 2021

**Item 3. Press Release**

March 29, 2021 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. announces that it intends to complete a private placement through which the Company is expected to issue and sell up to 12,000,000 at a price of CAD \$0.25 per Unit for aggregate proceeds of up to CAD \$3,000,000.

**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 29<sup>th</sup> Day of March, 2021.

"Anthony Brown"

Anthony Brown  
Name

CEO & Director  
Position / Title

Vancouver, B.C.  
Place of Declaration



## **AMPD VENTURES INC.**

### **AMPD VENTURES ANNOUNCES PROPOSED PRIVATE PLACEMENT**

**Vancouver, British Columbia – March 29<sup>th</sup>, 2021 - AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; FRA: 2Q0)** announces that it intends to complete a private placement through which the Company is expected to issue and sell up to 12,000,000 units (the “Units”) at a price of CAD \$0.25 per Unit for aggregate proceeds of up to CAD \$3,000,000 (the “Private Placement”).

Each Unit will be comprised of one common share of the Company (each a ‘Share’) and one common share purchase warrant (each a “Unit Warrant” and, collectively, the “Unit Warrants”), with each Unit Warrant entitling the holder to subscribe for one Common Share (each a “Warrant Share” and, collectively, the “Warrant Shares”) in the capital of the Corporation at an exercise price of CAD \$0.40 per Warrant Share for a period of 24 months following the date of the closing of the Private Placement. The expiry date of the Unit Warrants may be accelerated at the option of the Company if, at any time prior to the expiry of the Unit Warrants, the volume weighted average trading price of the underlying Common Shares on the Canadian Securities Exchange (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is or exceeds CAD \$0.75 for a period of ten (10) consecutive trading days.

As part of this transaction, the Company may enter into finder’s fee agreements with certain finders, paying to such finders a fee comprised of either i) a cash commission of up to 7% of the gross proceeds raised by finders, and that number of finder’s warrants, with the same terms as the Unit Warrants, equal to up to 7% of the number of Units sold on the portion of the Private Placement raised by finders, or ii) issue Shares to finders equal to up to 7% of the number of Units sold on the portion of the Private Placement raised by finders at an issue price of CAD \$0.25 per Share.

The Company intends to use the proceeds from the Private Placement for the deployment of AMPD infrastructure in additional geographic locations, to increase headcount, and for general working capital purposes.

The Private Placement is subject to regulatory approval and all securities issued will be subject to a four-month hold period.

#### **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](mailto: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](mailto: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 completion of the Private Placement, including the gross proceeds, the number of securities issued, and any finders fees paid.*

*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 our ability to complete the Private Placement, including the gross proceeds raised. 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.***