

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

July 7, 2021

Item 3. Press Release

July 7, 2021 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it has commenced trading on the OTCQB Venture Market.

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 7th Day of July, 2021.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration



AMPD VENTURES INC.

News Release

AMPD Ventures Announces Commencement of Trading on the OTCQB Venture Market

Vancouver, British Columbia – July 6, 2021 – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTC: AMPDF; FRA: 2Q0), a next generation digital infrastructure provider, is proud today to announce it has commenced trading on the OTCQB® Venture Market (the “OTCQB”).

AMPD has commenced trading on the OTCQB on July 1, 2021, under the symbol “AMPDF”. The Company will continue trading on the Canadian Securities Exchange under the symbol “AMPD” and on the Frankfurt Stock Exchange under the symbol “2Q0”.

AMPD specializes in providing high-performance computing and cloud solutions for next-generation applications including cutting-edge digital content creation, big data analysis and visualization, artificial intelligence, and high-level academic research.

“Trading on the OTCQB is another great milestone for AMPD. It provides us with greater visibility across a broader investment community, which should enhance our liquidity and increase our access to institutional and retail investors,” stated Anthony Brown, CEO of AMPD, “I am excited for these new investors to learn about the potential advantages of AMPD’s High-Performance-Computing-at-the-Edge approach which meets the needs for the latest and greatest cutting-edge applications.”

About AMPD Ventures Inc.

AMPD specializes in providing high-performance cloud and computing solutions for low-latency applications, including video games and eSports, digital animation and visual effects, and big data collection, analysis, and visualization. Additional information about us is available on SEDAR and our website at <http://ampd.tech>.

For further information please contact AMPD Investor Relations:

Tel: 604-332-3329 ext. 3

ir@ampd.tech

<http://www.ampd.tech>

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ “Anthony Brown”

Anthony Brown
CEO & Director

AMPD Ventures Inc.
Tel: 604-332-3329

Cautionary Statement

Certain information in this news release constitutes forward-looking information. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events.

Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by AMPD as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the factors described in greater detail in the "Risk Factors" section 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.

These factors are not intended to represent a complete list of the factors that could affect AMPD; however, these factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. The forward-looking statements contained in this news release are made as of the date of this news release, and AMPD expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law. 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.