

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

August 28, 2021

Item 3. Press Release

August 28, 2021 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it has formally established a European subsidiary, AMPD Technologies (Europe) Limited, and has entered into an agreement with Equinix, Inc (NASDAQ: EQIX), the world's largest data centre and colocation infrastructure, in anticipation of the global rollout of its AMPD Virtual Studio offering.

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 26th Day of August, 2021.

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

AMPD Ventures Inc. Announces Establishment of European Subsidiary, Engages With Equinix, Inc. for Global Rollout of AMPD Virtual Studio Offering

Vancouver, British Columbia – August 26, 2021, – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTCQB: AMPDF; FRA: 2Q0), a next generation digital infrastructure provider, is proud today to announce that it has formally established a European subsidiary, AMPD Technologies (Europe) Limited, and has entered into an agreement with Equinix, Inc (NASDAQ: EQIX), the world's largest data centre and colocation infrastructure, in anticipation of the global rollout of its AMPD Virtual Studio offering.

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. As the world charges forward towards the realization of ‘the Metaverse’ and other spatial computing initiatives, AMPD is representative of a next generation of independent, sector-focused service providers offering underlying infrastructure solutions to cope with the low latency, high performance demands of these applications, while offering the convenience of cloud computing business models.

Earlier this year, the Company announced that Mr. Wolfgang Stindl, a senior interactive and digital media business development professional with more than 25 years of experience, had joined the AMPD team to help establish and develop the Company’s presence in the European market. Based upon the amount of interest in AMPD’s products and services now being generated in the region, the Company recently established its European subsidiary, AMPD Technologies (Europe) Limited, in Dublin, Ireland to cater to customers across the European Economic Area.

Additionally, the Company is pleased to announce that it has partnered with Equinix, Inc., the world's largest data centre and colocation infrastructure provider, for the establishment of its European data centre presence in Amsterdam, as well as in other key markets around the world. AMPD expects to roll out its base high-performance compute deployments, known as ‘AMPD Pods’, in Amsterdam, Los Angeles, and Vancouver before the end of the year, with additional locations expected to come online during the first half of 2022.

“Recent investment and the acquisition of Canadian cloud computing company, Cloud-A Inc., has significantly increased our go-to-market velocity, and accelerated the development of our AMPD Virtual Studio offering,” said Anthony Brown, CEO at AMPD Ventures Inc. “Interest in our high-performance private cloud solutions has never been more active, not only in North America, but wherever there are clusters of digital content creators.”

The AMPD Virtual Studio Suite is the result of the AMPD team’s decades of experience working with digital content creators, and offers an integrated suite of private cloud-based solutions designed to create the ultimate ‘infrastructure-less’ studio. AMPD Virtual Studio is comprised of three key components: AMPD Virtual Workstations, AMPD Render, and AMPD Storage. By moving the bulk of a studio’s

compute requirements offsite into secure, enterprise-grade AMPD hosting environments, studios gain the advantage of a fully composable, flexible compute environment with the convenience of the cloud's right-scaled business model. For example, a studio might use its allocated compute resources during the daytime to operate a range of differently configured virtual workstations accessed from the studio or from creators' homes. Over night, the same compute can be quickly reconfigured to contribute significant additional rendering firepower. The result is a highly cost-effective, greener solution that has significant advantages over on-premises deployment.

“AMPD Virtual Studio is an important step in AMPD's ongoing transition towards a high-value, right-scaled infrastructure model that properly addresses the needs of companies that demand high-performance compute architecture,” said Don Bustin, CTO at AMPD Technologies. “Our partnership with Equinix is the latest addition to a roster of leading industry partners that recognize the need for a new type of computing – both from the technical and business model perspective – and I am excited to begin rolling our solution out on a global basis with such a well-respected partner.”

“While the overall global cloud computing market is forecast to grow from around \$370B in 2020 to over \$830B by 2025, representing a CAGR of 17.5%, growth in spatial computing is predicted to be much faster. The digital twin market, for example, is expected to grow from \$3.2B in 2020 to over \$48B in 2025, representing a CAGR of 58%,” said James Hursthouse, Chief Strategy Officer at AMPD. “Digital twinning is only one example of the type of spatial computing for which the AMPD high-performance-computing-at-the-edge platform has been developed.”

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 the company is available on SEDAR and our website at <http://www.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 under Canadian securities laws. Often but not always 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".

Forward-looking information by its nature is based on assumptions and involves known and unknown risks, uncertainties and other factors that 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 the forward-looking information. Our management have made certain assumptions about the forward-looking information, including: our ability to develop our European business and expand our business elsewhere, including opening the planned 'AMPD Pods' on the expected timeline; the adequacy of our funds for the roll out of our expansion; our relationship with Equinix, Inc. and the benefits we expect to realize from that relationship; the success of our business model and product offerings; and the magnitude and timeframe of expected growth for the global cloud computing market and the spatial computing segment in particular. 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: unexpected cost increases and timing delays for the roll out of our AMPD Pods; lower or slower or both market growth than planned; the possibility that competitors will achieve market success at our expense; the possibility that we may not be successful in managing our growth; the price we will be able to charge customers for our products; and those factors discussed in the section entitled "Business Risk Factors" in our 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.