

**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 disposals of securities of AMPD Ventures Inc. (the “Company” or ‘AMPD’), 210-577 Great Northern Way, Vancouver, BC, V5T 1E1. The transaction was through the facilities of the Canadian Stock Exchange.

2. Identity of Disposer

The transaction described in item 1 above took place through a series of transactions in recent weeks, 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

Through a series of transactions ending August 31, 2021 (the “Disposition”), ThreeD disposed of ownership and control of an aggregate of 1,250,000 common shares (the “Subject Shares”). The Subject Shares represented approximately 2.0% of all issued and outstanding common shares of the Company. As a result of the Disposition, the percentage ownership held by ThreeD and the Joint Actor decreased by 2.5% from the last early warning report filed in which ThreeD, along with the Joint Actor, reported a 19.7% ownership on a partially diluted basis.

Immediately prior to the Disposition, ThreeD and the Joint Actor owned and controlled an aggregate of 6,000,000 common shares, 6,000,000 warrants, and 900,000 options of AMPD, representing approximately 9.8% of all issued and outstanding common shares of the Company (or approximately 19.0% on partially diluted basis, assuming exercise of the outstanding warrants and options).

Immediately following the Disposition, ThreeD and the Joint Actor own and control an aggregate of 4,750,000 common shares, 6,000,000 warrants, and 900,000 options of AMPD, representing approximately 7.8% of all issued and outstanding common shares of the Company (or approximately 17.2% on a partially diluted basis, assuming exercise of the outstanding warrants and options). Of this total, ThreeD held an aggregate of 2,750,000 common shares and 4,000,000 warrants of the Company representing approximately 4.5% of the issued and outstanding common shares of the Company, (or approximately 10.4% on a partially diluted basis, assuming exercise of the warrants), and the Joint Actor held an aggregate of 2,000,000 common shares, 2,000,000 warrants, and 900,000 options of the Company representing approximately 3.3% of the issued and outstanding common shares of the Company (or approximately 7.6% on a partially diluted basis, assuming exercise of the warrants and options held).

4. Proceeds Received.

The Subject shares were disposed for proceeds of an average price of approximately \$0.333 per Subject Share, or an aggregate proceeds of \$416,606.

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

Not Applicable.

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 1st day of September, 2021

THREED CAPITAL INC.

“Lynn Chapman”

Lynn Chapman
Chief Financial Officer and Corporate Secretary