

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

December 16, 2021

Item 3. Press Release

December 16, 2021 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that, further to its news releases of October 26, 2021, it has completed the Share Purchase Agreement with Departure Lounge Inc. ("Departure Lounge") and its shareholders to acquire all of the issued and outstanding shares of Departure Lounge (the "Acquisition").

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 16th Day of December, 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 COMPLETION OF SHARE PURCHASE AGREEMENT WITH METAVERSE INITIATIVES COMPANY, DEPARTURE LOUNGE INC.

Vancouver, British Columbia – December 16, 2021 – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTCQB: AMPDF; FRA: 2Q0) is pleased to announce that, further to its news releases of October 26, 2021, it has completed the Share Purchase Agreement with Departure Lounge Inc. (“Departure Lounge”) and its shareholders to acquire all of the issued and outstanding shares of Departure Lounge (the “Acquisition”).

Departure Lounge is a Vancouver, BC-based company pursuing various technology and content initiatives related to the development of the Metaverse. The Acquisition is expected to enable AMPD to build upon its robust high-performance cloud and compute platform to expand its business across a range of Metaverse focused initiatives.

Departure Lounge recently signed an agreement through its operating subsidiary, 1310675 B.C. Ltd., with leading 4D holographic capture provider, Metastage Inc., to build a Metastage holographic capture facility in Vancouver, BC. Departure Lounge will build on this initial foundation with a range of Metaverse-related technology and content initiatives.

The Company will use \$2.5M of the proceeds from its recently closed oversubscribed Private Placement to accelerate the operations of Departure Lounge.

“Part of AMPD’s mission with the development of our High-Performance Edge platform has always been to become the hosting company for the Metaverse,” said Anthony Brown, CEO at AMPD. “By adding Departure Lounge to AMPD’s growing roster of subsidiaries and having AMPD’s CSO, James Hursthouse, transition to running Departure Lounge as a wholly owned subsidiary of AMPD, we add significantly to the value of what we are creating through technology and content initiatives that require exactly the type of compute that AMPD specializes in providing. The result is a full 360-degree Metaverse focused organization.”

“By joining the AMPD family, we have an exceptionally firm technology and infrastructure foundation on which to build our business,” said Charles Creighton, President of the Departure Lounge. “AMPD’s prowess in providing the type of infrastructure that we need is second to none and we’re exceptionally excited about growing the business together.”

The purchase price for the Acquisition was CAD \$1,079,458 (the "Initial Purchase Consideration"). The Initial Purchase Consideration was satisfied through the issuance of 3,598,195 common shares in the capital of AMPD issued at a deemed price of \$0.30 per share (the “Purchase Shares”). 50% of the Purchase Shares are subject to contractual resale restrictions for two years from the date of issuance and will be released in four equal instalments every six months following the closing of the Acquisition. The Parties also established a performance-based profit-sharing plan as part of the Acquisition.

The Acquisition may be considered to have constituted a “related party transaction” as defined in MI61-101 which has been incorporated by the policies of the CSE as Mr. James Hursthouse is the current CSO of the Company and one of the Vendors in the Acquisition. In conducting their review and approval process with respect to the Acquisition, disinterested directors of the Company approved the Acquisition, which is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as, among other things, the fair market value of the Purchase Shares does not exceed 25% of the Company’s market capitalization.

As part of the Acquisition, the Parties established a performance-based profit sharing plan.

Mr. Hursthouse was also appointed to the board of AMPD Ventures Inc. at the closing of the Acquisition.

About AMPD Ventures Inc.

AMPD specializes in providing high-performance 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

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement

Forward Looking Statements

This news release contains statements and information that constitute "forward-looking information" within the meaning of Canadian securities legislation. Forward-looking information is based on the rea-sonable assumptions, estimates, analysis and opinions of our management made in light of its

experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Forward looking information in this news release includes statements about the expected synergies from the Acquisition and the benefits to our business that we expect from the addition of Departure Lounge, and any other statements that are not statements of historical fact.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of AMPD to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information.

Such factors include, but are not limited to: general business, economic, competitive, geopolitical, technological and social uncertainties; uncertainties in regard to the development and direction of cloud computing solutions; uncertain capital markets; other risks related to the inability of a party to perform its obligations under the share purchase agreement, as well as 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.

Although the forward-looking information is based on our management's reasonable assumptions at the date such statements are made, there can be no assurance that the Acquisition will generate the benefits anticipated, or that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. AMPD does not undertake to update or revise any forward-looking information, except in accordance with applicable securities laws.

All forward looking information contained in this news release is qualified by this cautionary statement.