

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

January 5, 2022

Item 3. Press Release

January 5, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that Mr. Ian Wilms has joined the company as Vice President of Business Development and Government Affairs to accelerate domestic and international growth.

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 5th Day of January, 2022

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

AMPD VENTURES INC. ANNOUNCES SENIOR MANAGEMENT ADDITION

Vancouver, British Columbia – January 5, 2022, – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTCQB: AMPDF; FRA: 2Q0), a next-generation digital infrastructure provider, is pleased to announce that Mr. Ian Wilms has joined the company as Vice President of Business Development and Government Affairs to accelerate domestic and international growth.

Ian is a seasoned senior executive with over 26 years of experience. For 14 years, he led procurement, consulting, and public safety teams across Canada and Latin America for IBM.

For the past 12 years, Ian has successfully co-founded and built several companies in the cannabis, LED lighting, and entertainment sectors. with his most recent venture being the development of the award-winning ‘Brushalot’ brand.

Ian has been elected to several public and private boards. He is a graduate of McMaster University.

Ian Wilms stated, “I am excited to be joining AMPD at this pivotal moment as we build the company by adding key management and infrastructure to drive our continued significant growth. I am proud to work with so many talented leaders in the sector.”

Anthony Brown, CEO, commented, “AMPD is currently seeing unprecedented growth and we expect this to continue as we launch numerous initiatives to develop multiple revenue streams and recurring revenue. With Ian joining our management team, the Company will be better positioned to execute on our aggressive growth strategy.”

About AMPD Ventures Inc.

AMPD is a next-generation infrastructure company. With state-of-the-art, high-performance computing solutions hosted in sustainable urban data centres, AMPD is leading the transition to the next generation of computing infrastructure. Through a mix of infrastructure as a service (“IaaS”) and an upgraded, high-performance cloud offering, we’re meeting the low-latency requirements of multiplayer video games and eSports, computer graphics rendering, artificial intelligence, machine learning, mixed reality, big data processing, and the as yet uncharted technological developments of the coming decades. Additional information can be found on SEDAR and our website at www.ampd.tech.

For further information please contact **Investor Cubed Inc.:**

Neil Simon, CEO
Telephone: (647) 258-3310
Email: nsimon@investor3.ca

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ “Anthony Brown”

Anthony Brown
CEO & Director

AMPD Ventures Inc.
Tel: 604-332-3329

Cautionary Statement

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 reasonable 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 synergies we expect from the addition of Ian Wilms, our expectations for AMPD's growth and revenue expansion, 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 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.