

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 12, 2022

Item 3. Press Release

January 12, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. has retained Red Cloud Securities to provide market making services to the Company in compliance with the policies and guidelines of the Canadian Securities Exchange and other applicable legislation.

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 14th Day of January, 2022

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD Ventures Inc. Retains Red Cloud Securities for Market Liquidity Services

January 12, 2022, – Vancouver, British Columbia – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTCQB: AMPDF; FRA: 2Q0), a next-generation digital infrastructure provider, is pleased to announce that, subject to regulatory approval, it has retained Red Cloud Securities ("Red Cloud") to provide market making services to the Company in compliance with the policies and guidelines of the Canadian Securities Exchange (CSE) and other applicable legislation. Red Cloud is a Toronto-based financial services company that provides assistance to Companies in accessing capital markets and enhancing their corporate profile. Red Cloud will trade shares of AMPD Ventures Inc. on the CSE for the purposes of maintaining a reasonable market and improving the liquidity of AMPD common shares.

Under the agreement, the Company will pay Red Cloud \$5,000 per month during the term, payable quarterly in advance. The term of engagement is ongoing and may be terminated by either party on 30 days' prior written notice. The Company and Red Cloud have an arm's length relationship, but Red Cloud and/or its clients may have an interest, directly or indirectly, in the securities of AMPD. The agreement is principally for the purposes of maintaining market stability and liquidity for the Company's common shares and is not a formal market making agreement. There are no performance factors contained in the agreement between Red Cloud and the Company and Red Cloud will not receive any shares or options from the Company as compensation for services it will render.

About Red Cloud Securities

Red Cloud Securities Inc. is registered as an Investment Dealer in Ontario, Quebec, Alberta and British Columbia and is a member of the Investment Industry Organization of Canada (IIROC). It is focused on providing unique comprehensive capital market services and innovative financing alternatives. The company was founded by capital markets professionals who designed the firm to service small public and private companies. This solution is a comprehensive platform that provides a full range of unconflicted corporate access services. Offering these services as a unified platform provides the ultimate value proposition for issuer clients.

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.

Telephone: 604-332-3329

Email: ir@ampd.tech

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 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 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.