

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

February 4, 2022

Item 3. Press Release

February 4, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc announces that it is updating the news release issued on November 26, 2021 announcing the closing of a non – brokered private placement of the Company (the “Private Placement”).

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 4th Day of February, 2022

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

Update on Previously Completed Private Placement

Vancouver, British Columbia – February 4th, 2022 – AMPD Ventures Inc. (“AMPD” or the “Company”, CSE: AMPD; OTCQB: AMPDF; FRA: 2Q0) announces that it is updating the news release issued on November 26, 2021 announcing the closing of a non – brokered private placement of the Company (the “Private Placement”).

The total number of Units (as defined below) issued pursuant to the Private Placement was 22,639,663 Units for gross proceeds of \$6,791,900, and not 23,139,663 Units for gross proceeds of \$6,941,900 as announced previously. Each Unit is comprised of one common share of the Company (each a ‘Share’) and one common share purchase warrant (each a “Unit Warrant” and, collectively, the “Unit Warrants”), with each Unit Warrant entitling the holder to subscribe for one Share (each a “Warrant Share” and, collectively, the “Warrant Shares”) at an exercise price of CAD \$0.50 per Warrant Share for a period of 24 months following the date of the closing of the Private Placement. The expiry date of the Unit Warrants may be accelerated at the option of the Company if, at any time prior to the expiry of the Unit Warrants, the volume weighted average trading price of the underlying Shares on the Canadian Securities Exchange (or such other recognized Canadian stock exchange on which the Common Shares are then listed) is or exceeds CAD \$0.80 for a period of ten consecutive trading days.

All securities issued under the Private Placement are subject to a four-month hold period.

In all other respects, the news release of November 26, 2021 remains the same.

About AMPD Ventures Inc.

AMPD specializes in providing high performance cloud and compute solutions for low latency applications, including video games and eSports, digital animation and visual effects, and big data collection, analysis, and visualization.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ “Anthony Brown”

Anthony Brown
CEO & Director
AMPD Ventures Inc.
ir@ampd.tech | Tel: 604-332-3329

For more information on AMPD, please contact:

Investor Relations

Tel: 604-332-3329 ext. 3

ir@ampd.tech

Or visit <http://www.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 and 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 management's intended use of the proceeds of the Private Placement, 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: the completion of the Private Placement, 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.