

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 9, 2022

**Item 3. Press Release**

February 9, 2022 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. announces that it has entered into a Referral Agreement with Parsec Cloud, Inc. as an initial step towards an anticipated broader collaborative relationship between the two companies.

**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 9<sup>th</sup> Day of February, 2022

"Anthony Brown"

Anthony Brown

Name

CEO & Director

Position / Title

Vancouver, B.C.

Place of Declaration

# AMPD VENTURES INC.

## *News Release*

### ***AMPD Ventures Announces Agreement with Parsec Cloud, Inc. to Bolster AMPD Virtual Studio Offering with Parsec's Remote Access VDI Technology***

**Vancouver, British Columbia – February 9<sup>th</sup>, 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 it has entered into a Referral Agreement with Parsec Cloud, Inc. (“Parsec”) as an initial step towards an anticipated broader collaborative relationship between the two companies.

Parsec's ultra-low latency streaming technology has been designed to enable anyone in the world to remotely interact with real-time 3D content and empowers some of the world's most inspiring and creative companies to freely work and play from anywhere, on any device, on their own terms.

Thanks to the agreement between AMPD and Parsec, AMPD customers will be able to enjoy significantly enhanced levels of ultra-low latency connectivity to AMPD Virtual Workstations and other components of AMPD Virtual Studio - an integrated suite of fully composable, private cloud-based solutions designed to create the ultimate 'infrastructure-less' studio for digital content creators.

“Parsec and AMPD share the vision that digital content creation should be able to happen from any device in any location using seamless, powerful cloud infrastructure to both create and deliver latency-sensitive, real-time applications of today and tomorrow,” said Anthony Brown, CEO at AMPD. “We are excited to enter into a formal relationship with Parsec through which AMPD customers can benefit from Parsec’s amazing technology and add Parsec to our growing roster of industry-leading partnerships as we continue to develop the High-Performance Edge.”

Alex Jenyon, co-founder and CEO at Bunker Digital, a rapidly expanding Vancouver-based digital content creation studio and an early adopter of the AMPD Virtual Workstation solution that utilizes Parsec, said “AMPD Virtual Workstations, coupled with Parsec’s technology, are an ideal solution for a small but growing studio like ours. The scalable computing environment allows us to conserve resources while still giving our team fast, responsive access to the powerful machines they need - wherever they want to work.”

AMPD specializes in providing high-performance computing and cloud solutions for next-generation applications, including cutting-edge digital content creation, big data analysis and visualization, artificial intelligence, and high-level academic research. As the world charges forward towards the realization of ‘the Metaverse’ and other spatial computing initiatives, AMPD is representative of a next generation of independent, sector-focused service providers offering underlying infrastructure solutions to cope with the low latency, high performance demands of these applications, while offering the convenience of cloud computing business models.

“AMPD and Parsec share a common mission and vision: to empower the next generation of creators,” said Benjy Boxer, CEO at Parsec. “Our joint partnership will give creatives worldwide access to our remote ultra-low latency technology, so they can work from any workstation, anywhere.”

It is estimated that the virtual desktop infrastructure (VDI) market will reach USD \$30B by 2026, up

from USD \$11B in 2020, representing 17% annual CAGR growth during the forecast period.<sup>1</sup>

### **About AMPD Ventures Inc.**

AMPD is a next-generation infrastructure company specializing in providing high-performance computing solutions for low-latency applications. 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 as 'the hosting company of the Metaverse'. Through a mix of infrastructure as a service ("IaaS") and an upgraded, high-performance cloud offering, we are 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 about the company is available on SEDAR and our website at <http://www.ampd.tech>.

### **About Parsec**

Founded in 2016 by CTO Chris Dickson and CEO Benjy Boxer, Parsec delivers a best-in-class high frame rate, low-latency remote desktop experience. Parsec's SDK allows its streaming technology to be leveraged across any platform. Parsec works with major gaming clients such as EA, [Ubisoft](#), Blizzard Entertainment, and Square Enix. It is also being used in industries such as architecture, engineering, and video broadcast/production/post-production. Parsec is a wholly owned subsidiary of Unity, Inc.

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

Neil Simon, CEO

Telephone: (647) 258-3310

Email: [nsimon@investor3.ca](mailto:nsimon@investor3.ca)

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ "Anthony Brown"

Anthony Brown

CEO & Director

AMPD Ventures Inc.

Telephone: 604-332-3329

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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 reasonable assumptions, estimates, analysis, and opinions of our management made due to its experience and perception of trends, current conditions and expected developments, as well as other*

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<sup>1</sup> [finance.yahoo.com/news/17-cagr-growth-virtual-desktop-120800650.html](http://finance.yahoo.com/news/17-cagr-growth-virtual-desktop-120800650.html)

*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 statements or information herein include, but are not limited, to statements or information with respect to the Company's relationship with Parsec, and the future use, marketability, and benefits of AMPD Virtual Studio incorporating the Parsec technology, and other AMPD products and services.*

*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 project 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.*