Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9690322

ITEM 1 - REPORT TYPE												
New report												
Amended report	If amen	ded, pro	vide fi	ling dat	e of	report	that is	being ame	ended 2022 04 01	(YYYY-MM-DD)		
ITEM 2 - PARTY CERTIFYIN	NG THE	Repor										
Indicate the party certifying the re Instrument 81-106 Investment Fur									restment fund, refer to sect	ion 1.1 of National		
Investment fund issu	uer											
✓ Issuer (other than an end of the state	n invest	ment fur	nd)									
Item 3 - Issuer Name and Other Identifiers												
Provide the following information	г				invest	tment fu	nd, abou	ut the fund.				
Full lega	Full legal name AMPD Ventures Inc.											
Previous full lega	Ill legal name											
If the issuer's name changed in the last 12 months, provide most recent previous legal name.												
v.	Vebsite	https://v	ww.a	mpd.tee	ch/			(if applicabl	e)			
If the issuer has a legal entity iden	ntifier <u>,</u> prov	vide below	. Refer t	o Part B c	of the l	Instructi	ons for t	he definition o	of "legal entity identifier".			
Legal entity ide	entifier	894500	03OM	BNJ5W	/5MA	\39						
If two or more issuers distributed of	a single se	curity, pro	vide the	full legal	name	e(s) of th	e co-issu	ıer(s) other th	an the issuer named abov	2.		
Full legal name(s) of co-is	suer(s)							(if applicable	e)			
ITEM 4 - UNDERWRITER I	NFORM	ATION										
If an underwriter is completing the	e report, p	rovide the	underw	riter's full	legal	name a	nd firm l	NRD number.		7		
Full legal name						-	1					
Firm NRD number	(if applicable)											
If the underwriter does not have a	firm NRD	number, j	orovide	the head	office	contact	informat	tion of the un	derwriter.			
Street address												
Municipality							Prov	ince/State]		
Country						Pos	tal code	e/Zip code]		
Telephone number								Website		(if applicable)		

ITEM 5 - ISSUER INFORMATION									
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.									
a) Primary industry									
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.									
NAICS industry code 5 2 6 9 8 9									
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.									
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.									
 Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets 									
b) Number of employees									
Number of employees: 🗸 0 - 49 🗍 50 - 99 🗍 100 - 499 🗍 500 or more									
c) SEDAR profile number									
Does the issuer have a SEDAR profile?									
□ No ✓ Yes If yes, provide SEDAR profile number 0 0 4 7 6 5 8									
If the issuer does not have SEDAR profile complete item 5(d) - (h).									
d) Head office address									
Street address Province/State									
Municipality Postal code/Zip code									
Country Telephone number									
e) Date of formation and financial year-end									
Date of formation Image: Provide the second secon									
f) Reporting issuer status									
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes									
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.									
AII AB BC MB NB NL NT									
NS NU ON PE QC SK YT									
g) Public listing status									
If the issuer has a CUSIP number, provide below (first 6 digits only)									
CUSIP number									
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.									
Exchange name									
h) Size of issuer's assets									
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.									

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

ib close is an investment fund, provide the following information: iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii								
Full legal name								
Firm NRD number								
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Country Postal code/Zjp code Telephone number Website (if applicable) D Type of investment fund Type of investment fund fund that most accurately identifies the issuer (select only one). Money market Country Postal code/Zjp code Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Country Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment fund Date of formation and financial year-end of the investment fund YYYY MM DD MM DD								
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CUSIP number								
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the								
name of an exchange and not a trading facility such as, for example, an automated trading system.								
Exchange name								
f) Net asset value (NAV) of the investment fund								
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).								
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:								

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

purchasers resident in that jurisd													
a) Currency													
Select the currency or currencies	in which the distribution was made. All US dollar	dollar amounts prov		nust be in Canadi	an dollars.								
b) Distribution date(s)													
as both the start and end dates. I distribution period covered by the		distributed on a conti	nuous basis, include	e the start and en									
Start da	2021 11 23	End c	2021	11 25									
	YYYY MM DD		YYYY	MM DD									
c) Detailed purchaser info													
	s form for each purchaser and a	ttach the schedul	e to the complet	ed report.									
d) Types of securities distributed													
Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.													
Canadian \$													
Security code CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount								
UBS 00175D com	th Unit consists of one nmon share and one common re purchase warrant	22,639,663.	00 0.3000		6,791,900.00								
e) Details of rights and convertible/exchangeable securities													
If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.													
Convertible / exchangeable security code Security code	Exercise price (Canadian \$) Lowest Highest	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other	Describe other items (if applicable)								
U B S W N T	0.5000	2023-11-25	1:1										
f) Summary of the distribu	tion by jurisdiction and exemption	I. I											
State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within Canada, state the province or territory, otherwise state the country.													
Province or country	Exemption relied o	n	Number of unique purchasers	²⁹ Total a	mount (Canadian \$)								
Alberta	NI 45-106 2.3 [Accredited inv	estor]		17	563,500.00								
British Columbia	NI 45-106 2.3 [Accredited inv	estor]		49	1,538,500.00								
Manitoba	NI 45-106 2.3 [Accredited inv	estor]		1	45,000.00								
New Brunswick	NI 45-106 2.3 [Accredited inv	estor]		1	45,000.00								
New Brunswick	NI 45-106 2.5 [Family, friends associates]	and business		3	55,000.00								
Ontario	NI 45-106 2.3 [Accredited inv	estor]		41	3,002,700.00								
Ontario	NI 45-106 2.5 [Family, friends associates]	and business		1	25,000.00								

Québec	NI 45-106 2.3 [Accredited investor]	6	126,000.00				
United States	NI 45-106 2.3 [Accredited investor]	9	705,000.00				
United Kingdom	NI 45-106 2.3 [Accredited investor]	3	260,600.00				
Switzerland	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	15,000.00				
United Arab Emirates	NI 45-106 2.3 [Accredited investor]	1	120,000.00				
France	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	1	10,500.00				
South Africa	NI 45-106 2.3 [Accredited investor]	1	250,000.00				
Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	20,100.00				
United Kingdom	NI 45-106 2.5 [Family, friends and business associates]	1	10,000.00				
	Total dollar amount of securities dis						
	137						

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)	
Total net proceeds to the investment fund		

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
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Ітем 8 - Со	MPENSATIO	N INFORMATION	
		rson (as defined in NI 45-106) to whom the issuer directly provides, or will pro litional copies of this page if more than one person was, or will be, com	
Indicate whet	her any compens	ation was paid, or will be paid, in connection with the distribution.	
🗌 No	✓ Yes	If yes, indicate number of persons compensated.	

a) Name of person compens	ated and regis	stration	status											
Indicate whether the person comper	nsated is a regist	rant.			🗌 No		\checkmark	Yes	;					
If the person compensated is an indi	ividual, provide	the nam	e of the	individ	lual.									
Full legal name of individua	al													
		Family n	ame			Firs	t given i	name			Se	condary g	iven name	6
If the person compensated is not an	individual, prov	ide the f	following	g infori	mation.									
Full legal name of n	on-individual	RESE	ARCH	CAPI	TAL CO	RPOR	ATION	N / CC	DRPC	ORAT	ION RE	CHERC	CHE CAF	ITAL
Firm I	NRD number	3	0	7	0				(i	if app	licable)			
Indicate whether the person comper-	nsated facilitated	l the dis	tributior	n throu	gh a fund	ing port	al or a	n inter	rnet-b	ased p	oortal.	\checkmark] No 🗌	Yes
b) Business contact informat	ion													
If a firm NRD number is not provide	d in Item 8 (a), _I	provide t	the busi	ness co	ntact info	rmation	of the	perso	n bein	ng con	npensated			
Street address														
Municipality							F	Provin	nce/S	tate				
Country						P	ostal	code/	Zip c	ode				
Email address							Tele	phone	e nur	nber				
c) Relationship to issuer or ir	vestment fun	d mana	ager								L]
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above														
d) Compensation details														
Provide details of all compensation p Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dir Cash commissions paid	nissions, securiti clerical, printin ectors, officers c	es-baseo g, legal	d compe or accoเ	ensatio unting	n, gifts, dis services. A	counts n issuer	or othe ⁻ is not	er comp require by the Secur	pensa ed to issue rity coc	ntion. I ask fo r. de 1	Do not rep	oort payn ibout, or	nents for s	ervices internal
Value of all securities distributed as compensation ⁴				S	Security co	odes		W	Ν	Т				
Describe terms of warrants, options or other rights 266,349 broker warrants issued. Each warrant is exercisable at a price of \$0.50 for a period of 24 months from the date of issuance										e at				
Other compensation ^₅			Des	cribe										
Total compensation paid	79,9	05.00												
Check box if the person	Check box if the person will or may receive any deferred compensation (describe the terms below)													
⁴ Provide the aggregate value of all additional securities of the issuer. In rights exercisable to acquire addition ⁵ Do not include deferred compensa	ndicate the sectonal securities c	urity cod	des for a											ner

a) Name of person comp	ensated and regis	stration	status											
Indicate whether the person con	npensated is a regist	rant.			🗌 No		\checkmark	Yes	5					
If the person compensated is an	individual, provide	the nam	ne of the ind	divid	dual.									
Full legal name of indivi	dual													
		Family n	ame			Firs	t given i	name			Sec	ondary	given name	es
If the person compensated is no	t an individual, prov	ide the j	following ir	nfor	mation.									
Full legal name	of non-individual	LEED	E JONES	G G	ABLE IN	С.								
Fi	rm NRD number	5	7	7	0				((if app	licable)			
Indicate whether the person con	npensated facilitated	l the dis	tribution th	nrou	igh a fund	ng port	al or a	n inter	rnet-b	based p	oortal.	\checkmark] No [Yes
b) Business contact inform	mation													
If a firm NRD number is not pro	vided in Item 8 (a), j	orovide	the busines	s co	ontact info	rmation	of the	perso	n beii	ng con	npensated.			
Street address														
Municipality							F	Provir	nce/S	State				
Country						P	ostal	code/	Zip d	code				
Email address							Tele	phone	e nur	nber				
c) Relationship to issuer of	or investment fun	d mana	ager											
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above														
 d) Compensation details 														
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 3,150.00														
		00.00					ł		rity co		Security c	ode 2	Security	code 3
Value of all securitie distributed as compensation	-			S	Security co	des		W	Ν	Т				
Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights price of \$0.50 for a period of 24 months from the date of issuance								e at a						
Other compensatior	5		Descrit	be										
Total compensation pa	d 3,1	50.00												
Check box if the per	son will or may rec	eive any	y deferred	com	pensatior	(descr	ibe the	e term	s belo	ow)				
⁴ Provide the aggregate value of additional securities of the issu rights exercisable to acquire ac ⁵ Do not include deferred compo- action of the security of the securi	er. Indicate the sec Iditional securities d	urity cod	des for all s											

a) Name of person comp	pensated and regis	stration	status											
Indicate whether the person co	mpensated is a regist	trant.			No No		\checkmark	Yes	;					
If the person compensated is a	n individual, provide	the nam	ne of the i	indivi	dual.									
Full legal name of indiv	vidual													
		Family n	ame			First	given r	name			S	econdary (given nan	nes
If the person compensated is not an individual, provide the following information.														
Full legal name	of non-individual	ASCE	NTA FI	NAN	CE CORI	».								
F	Firm NRD number	2	3	8	0	0			(i	if app	licable)			
Indicate whether the person co	mpensated facilitated	d the dis	tribution	throu	ıgh a fundi	ng porte	al or ai	n inter	rnet-b	ased p	oortal.	\checkmark] No	Yes
b) Business contact info	rmation													
If a firm NRD number is not pr	ovided in Item 8 (a), j	provide	the busin	iess co	ontact infor	mation	of the	perso	n bein	ng con	npensate	d.		
Street address														
Municipality							F	Provir	nce/S	tate				
Country						P	ostal o	code/	Zip c	ode				
Email address							Telep	ohone	e nur	nber				
c) Relationship to issuer	or investment fun	d mana	ager		-									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above														
d) Compensation details														
Provide details of all compensa Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th Cash commissions p	commissions, securiti ich as clerical, printin he directors, officers c	ies-base g, legal	d comper or accou	nsatio nting	n, gifts, dis services. Ai	counts o n issuer	or othe is not	er com requir by the	pensa ed to	ition. l ask fo r.	Do not re or details	eport payl	nents fo report c	r services
Value of all securiti	es			ć	Security co	daa		W	N	Т				,
distributed as compensation	on⁴					Jes	L							
Describe	terms of warrants, op	ptions o	r other rig	ghts										
Other compensation	on ⁵		Desc	cribe	42,000 k price of issuance	\$0.50 f								le at a
Total compensation pa	aid 42,0	00.00												
Check box if the period of the	erson will or may rec										ahts exe	rcisable i	o acquir	ee
additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities o	urity cod	des for al											

a) Name of person comp	a) Name of person compensated and registration status										
Indicate whether the person con	npensated is a regist	trant.		🗌 No		\checkmark	Yes				
If the person compensated is an individual, provide the name of the individual.											
Full legal name of individual											
	Family name First given name Secondary given names] S			
If the person compensated is not an individual, provide the following information.											
Full legal name	of non-individual	Echel	on Wealth F	Partners In	C.						
Fi	rm NRD number	3	2 4	2	0			(if app	olicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves											
b) Business contact information											
If a firm NRD number is not pro	vided in Item 8 (a),	provide	the business c	ontact info	mation	of the	person	being cor	mpensated.		
Street address											
Municipality						Р	rovinc	e/State			
Country					Ρ	ostal c	ode/Z	ip code			
Email address						Telep	hone	number			
c) Relationship to issuer or investment fund manager											
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager											
 None of the above Compensation details 											
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.											
Cash commissions pa		07.00				_		/ code 1	Security code 2	Security of	ode 3
Value of all securitie distributed as compensation	-			Security co	des		W	N T			
Describe terms of warrants, options or other rights price of \$0.50 for a period of 24 months from the date of issuance											
Other compensation	5		Describe								
Total compensation paid 1,470.00											
Check box if the per	son will or may rec	eive any	/ deferred co	mpensation	(descr	ibe the	terms I	pelow)			
⁴ Provide the aggregate value of additional securities of the issu rights exercisable to acquire ac ⁵ Do not include deferred compo- security of the security of the secu	er. Indicate the sec Iditional securities d	urity cod	des for all sec								ier

a) Name of person comp	a) Name of person compensated and registration status								
Indicate whether the person co	npensated is a regis	trant.	No No	✓ Y	es				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual									
		Family name	Fire	st given nam	e	Secondary	given names		
If the person compensated is no	If the person compensated is not an individual, provide the following information.								
Full legal name	of non-individual	Canaccord Genu	ity Corp./Corpor	ation Can	accord Gen	uity			
F	irm NRD number	9 0 0			(if app	licable)			
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business o	contact informatio	n of the per	rson being con	npensated.			
Street address									
Municipality	Inicipality Province/State								
Country				Postal cod	le/Zip code				
Email address	Email address Telephone number								
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Director or officer of the investment fund or investment fund manager									
None of the above									
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 42,000.00									
Value of all securitie			Security codes	W	N T				
distributed as compensation ⁴									
Other compensatio	n ⁵	Describe							
Total compensation paid									
		eive any deferred co				inte avaraisabla	to acquire		
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred comp	er. Indicate the sec dditional securities o	urity codes for all see						r	

a) Name of person comp	pensated and regis	stration status						
Indicate whether the person co	mpensated is a regis	trant.	No No	✓ Y	′es			
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
		Family name	Fire	st given nam	ne	Secondary	/ given names	
If the person compensated is n	If the person compensated is not an individual, provide the following information.							
Full legal name	of non-individual	iA Private Wealt	n Inc./iA Gestion	privée de	patrimoine			
F	ïrm NRD number	1 5	4 0 0		(if app	olicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact information								
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business	contact informatio	n of the per	rson being cor	mpensated.		
Street address								
Municipality	Municipality Province/State							
Country				Postal coc	de/Zip code			
Email address	Email address Telephone number							
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Director or officer of the investment fund or investment fund manager								
 None of the above Compensation details 								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid 21,000.00 Security code 1 Security code 2 Security code 3								
Value of all securiti distributed as compensation			Security codes	W	N T			
Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights price of \$0.50 for a period of 24 months from the date of issuance								
Other compensation	n ⁵	Describe	•					
Total compensation paid 21,000.00								
	erson will or may rec		· · ·			iahta avaraisahl		
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec dditional securities o	curity codes for all se						r

a) Name of person com	a) Name of person compensated and registration status								
Indicate whether the person co	mpensated is a registro	ant.	No No	✓ Yes					
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indi	vidual Inwentash		Jakson]			
	Family name First given name Secondary given names								
If the person compensated is not an individual, provide the following information.									
Full legal name	e of non-individual								
F	Firm NRD number			(if ap	plicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves									
b) Business contact information									
If a firm NRD number is not pr	ovided in Item 8 (a), pr	ovide the business co	ontact information	of the person being co	mpensated.				
Street address	1315 Moody Ave.								
Municipality	North Vancouver			Province/State	British Columbia				
Country	Canada		P	ostal code/Zip code	V7L 3T5				
Email address				Telephone number					
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager									
✓ None of the above									
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.									
Cash commissions p	aid			Security code 1	Security code 2 Security code 3				
Value of all securiti distributed as compensation			Security codes						
Describe terms of warrants, options or other rights price of \$0.50 for a period of 24 months from the date of issuance.									
Other compensation	on⁵	Describe							
Total compensation paid									
Check box if the p	erson will or may recei	ve any deferred con	npensation (descril	be the terms below)					
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the secur additional securities of	ity codes for all secu			rights exercisable to acquire I <u>ding</u> options, warrants or other				

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER										
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.										
Indicate whether the issuer is any o	f the following (seled	t the one that appli	es - if more than one	e applies, select onl	y one).					
✓ Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide name of reporting issuer										
Wholly owned subsidiary of a foreign public issuer ⁶										
Provide name of foreign public issuer										
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only ⁷				_		
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	c). Proceed to Item	10.						
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.										
a) Directors, executive officers and promoters of the issuer										
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.										
Organization or company name	Secondary given Secondary given Relationship to issuer (select all that apply)									
				Province or	country	D	0	Р		
b) Promoter information										
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.										
Organization or company name	First given name	Secondary given names	Residential jurisdiction of individual	jurisdiction of (select of		ationship to promoter one or both if applicable)				
				Province or country	D		С)		
c) Residential address of each individual										

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	MPD Ventures Inc.								
Full legal name	Brown								
	Family name	First given name	·	Seconda	ry given n	ames			
Title	CEO & Director								
Telephone number	6043323329	Email address	anthony.	brown@a	mpd.tec	h			
Signature	Anthony Brown	2022	04	05					
			YYYY	MM	DD				

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Wu	Tina			Title	Regulatory Compiance & Reporting Manager
	Family name	First given name	Secondary	given names		
Name of company	Varshney Capital Corp.					
Telephone number	6046812181		Email address	tina@varshr	neycapita	l.com

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory
 authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of
 the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and
 business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the
 security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.