

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

August 4, 2022

Item 3. Press Release

August 4, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announce that it will complete a private placement through which the Company is expected to issue and sell up to 7,142,858 units at a price of CAN\$0.14 per Unit for aggregate proceeds up to CAN\$1,000,000.

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

James Hursthouse
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 4thth Day of August, 2022

"Anthony Brown"

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

Vancouver, British Columbia – August 4th, 2022 - AMPD Ventures Inc. (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“AMPD” or the “Company”) announces it will complete a private placement through which the Company is expected to issue and sell up to 7,142,858 units (the “Units”) at a price of CAN\$0.14 per Unit for aggregate proceeds up to CAN\$1,000,000 (the “Private Placement”).

Each Unit will be 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 Common Share (each a “Warrant Share” and, collectively, the “Warrant Shares”) in the capital of the Corporation at an exercise price of CAN\$0.20 per Warrant Share for a period of 18 months following the date of the closing of the Private Placement.

As part of this transaction, the Company may enter into finder’s fee agreements with certain finders, paying to such finders up to 7% of the portion of the private placement raised via finders in cash and warrants, or in shares.

The Company intends to use the proceeds from the Private Placement for the deployment of AMPD infrastructure in additional geographic locations, to increase headcount, and for general working capital purposes.

The Private Placement is subject to regulatory approval and all securities issued will be subject to a four-month hold period.

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.

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

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement

Forward Looking Statements

Certain statements made herein may contain forward-looking statements or information within the meaning of the applicable Canadian securities laws. Often, but not always, forward-looking statements

and forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements or information herein include, but are not limited, to statements or information with respect to the use of proceeds of the Private Placement.

Forward-looking statements and forward-looking information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. We have made certain assumptions about the forward-looking statements and information, including the use of proceeds of the Private Placement. Although our management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements or information will prove to be accurate. Furthermore, should one or more of the risks, uncertainties or other factors materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or information. These risks, uncertainties and other factors include 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.

There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on the forward-looking statements or information contained herein. Except as required by law, we do not expect to update forward-looking statements and information continually as conditions change and you are referred to the full discussion of the Company’s business contained in the Company’s reports filed with the securities regulatory authorities in Canada.

All forward-looking statements and information contained in this News Release are qualified by this cautionary statement.

THIS PRESS RELEASE, REQUIRED BY APPLICABLE CANADIAN LAWS, IS NOT FOR DISTRIBUTION TO THE U.S. NEWS WIRES SERVICES OR FOR DISSEMINATION IN THE UNITED STATES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.