

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

September 13, 2022

Item 3. Press Release

September 13, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that Tanya Woods has been appointed to its board of directors, effective September 12, 2022.

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 13th Day of September, 2022

"Anthony Brown"

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD Ventures Announces the Addition of Tanya Woods to its Board of Directors

News Release

Vancouver, British Columbia – AMPD Ventures Inc. (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“AMPD” or the “Company”), a next-generation digital infrastructure provider, is pleased to announce that Tanya Woods has been appointed to its board of directors, effective September 12, 2022.



Ms. Woods is a Canadian-American entrepreneur, technology lawyer, and policy leader working in the verticals of mainstream and digital media, telecommunications, AI and blockchain, and high-performance computing infrastructure. She is currently the CEO of Futurity Partners, a strategic consulting firm advising public and private sector organizations on exponential and innovative technologies, digital policy, and ESG matters.

“I am delighted to be joining the experienced Board of AMPD Ventures as the Company and its subsidiaries break ground in the metaverse,” said Woods, “the Company's multi-faceted approach from enabling mobile high-performance computing infrastructure to supporting first class metaverse and digital content creation is a unique and compelling innovation journey I look forward to talking with the team.”

“Tanya is an accomplished business leader with deep knowledge and experience in video games, digital content, high-performance computing infrastructure, ESG, and Web3,” said Anthony Brown, CEO of AMPD Ventures Inc., “she has a strong track record of successfully advancing public and private company growth objectives in these verticals making her an ideal addition to our Board, we look forward to her insights and are pleased to welcome her onboard.”

Ms. Woods has held increasingly senior executive level leadership roles advancing the commercial and regulatory agendas of global technology companies and government for nearly twenty years. She recently served as the founding Managing Director of Canada's first Chamber of Digital Commerce, General Counsel, EVP Regulatory Affairs and Corporate Secretary of Hut 8 Mining Corp., General Counsel of the Entertainment Software Association of Canada, and Regulatory and Copyright Counsel for BCE Inc. She is also currently serving a three-year appointment as an expert advisor to UNESCO in Canada supporting the advancement of the United Nations Sustainable Development Goals.

Ms. Woods' has received recognition as one of IT World's Top Women in FinTech and Blockchain, a Government of Canada Leading TechWoman, CBC Trailblazer, Obama Foundation Global Civic Leader, Toastmasters International Community Leadership Award Recipient, and as a Top 40 Under 40. She studied law and global trade at the London School of Economics, University of Ottawa, and American University Washington College of Law.

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>.

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

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. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.