

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

October 24, 2022

Item 3. Press Release

October 24, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces its intention to conduct a non-brokered private placement through the sale of up to 14,285,715 units (the "Units") of the Company's securities at a price of CAN\$0.14 per Unit for aggregate proceeds up to CAN\$2,000,000 (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

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 24th Day of October, 2022

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD Ventures Inc.

News Release

AMPD VENTURES INC. ANNOUNCES UP TO CAN\$2,000,000 PRIVATE PLACEMENT

Vancouver, British Columbia – AMPD Ventures Inc. (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“**AMPD**” or the “**Company**”), a next-generation digital infrastructure provider, announces its intention to conduct a non-brokered private placement through the sale of up to 14,285,715 units (the “**Units**”) of the Company’s securities at a price of CAN\$0.14 per Unit for aggregate proceeds up to CAN\$2,000,000 (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 Company at an exercise price of CAN\$0.20 per Warrant Share for a period of 24 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 qualified finders, in accordance with securities laws and the policies of the Canadian Stock Exchange.

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.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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. Forward-looking statements or information herein include, but are not limited, to statements or information with respect to the completion of the Private Placement, and the proceeds raised therefrom, and 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 ability to complete the of the Private Placement as planned, and 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 the inability to complete the Private Placement as planned as a result of market conditions or other events that may result in investors deciding not to participate in the Private Placement, as well as changes in the Company’s financial circumstances or business plans that may result in its use of the proceeds from the Private Placement, if any, for different purposes from those disclosed in the forward looking statements.

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, the Company does not intend to update forward-looking statements and information.

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