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

November 4, 2022

Item 3. Press Release

November 4, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that 1,065,000 incentive stock options have been granted to certain employees, contractors and an officer pursuant to the Company's stock option plan.

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 4th Day of November, 2022

"Anthony Brown"

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES INC.

News Release

<u>STOCK OPTION GRANT</u>

Vancouver, British Columbia – November 4, 2022 – AMPD Ventures Inc. ("AMPD" or the "Company", CSE: AMPD; FRA: 2Q0) announces that 1,065,000 incentive stock options have been granted to certain employees, contractors and an officer pursuant to the Company's stock option plan. Out of 1,065,000 options, 100,000 options have an exercise price of CAD $0.25 per share and are exercisable for a period of three years, 50,000 options have an exercise price of CAD$0.14 and are exercisable for a period of three years and 915,000 options have an exercise price of CAD$0.14 and are exercisable for a period of five years unless terminated pursuant to the terms of the stock option plan.
ON BEHALF OF THE BOARD OF DIRECTORS

AMPD Ventures Inc.

/s/ "Anthony Brown"

Anthony Brown
CEO & Director
AMPD Ventures Inc.
ir@ampd.tech | Tel: 604-332-3329

For more information on AMPD, please contact:

Investor Relations
Tel: 604-332-3329 ext. 3
ir@ampd.tech

Or visit http://www.ampd.tech

Cautionary Statement

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.*