

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

December 22, 2022

Item 3. Press Release

December 22, 2022 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that it has closed its third tranche of the Company's non-brokered private placement announced on October 25, 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 22nd Day of December, 2022

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD VENTURES ANNOUNCES THE CLOSING OF THE THIRD TRANCHE OF THEIR PRIVATE PLACEMENT

News Release

Vancouver, British Columbia – Thursday, December 22, 2022 - AMPD Ventures Inc. (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“AMPD” or the “Company”), a next-generation digital infrastructure provider, is pleased to announce that it has closed its third tranche of the Company’s non-brokered private placement announced on October 25, 2022 (the “Private Placement”).

In conjunction with this third closing, the Company issued an additional 744,750 Units at a price of CAN\$0.14 per Unit for gross proceeds of CAN\$104,265. Each Unit is 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 24 months following the date of the closing of the Private Placement.

To accommodate requests from subscribers, AMPD is closing this third tranche, but will continue to accept investments up to \$2,000,000 and extend our closing date to January. To date AMPD has closed a total of \$1,665,007 on these first three tranches.

In connection with the Private Placement, the Company paid certain finders CAN\$7,298 in cash, and 52,133 Unit Warrants as finder’s fees.

All securities issued under the private placement are subject to a four-month and one-day hold period, and completion of the financing is subject to conditions, including, without limitation, receipt of all regulatory approvals, including approval of the Canadian Securities Exchange (“CSE”).

The Company intends to use the proceeds from the private placement to deploy AMPD infrastructure, increase headcount, and for general working capital purposes.

About AMPD Ventures Inc.

AMPD Ventures Inc. (“AMPD”) is building the world’s best suite of tools and technologies for digital content creation and distribution. Through its operating subsidiaries, AMPD Technologies and Departure Lounge, AMPD is advancing the way we create and consume content. By combining the power of the high-performance edge approach to cloud computing with world-leading media production technologies, AMPD enables companies to enter the next era of the internet. The team at AMPD has been leading technological developments within the games and digital media industries for nearly twenty years. AMPD was listed as a public company in 2019. Additional information about the company is available on SEDAR and our website at <http://www.ampd.tech>.

For further information about AMPD Ventures Inc., please visit <http://www.ampd.tech> or contact Neil Simon, CEO, Investor Cubed Inc., Telephone: +1 (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: +1 (604) 332-3329

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 further tranches of the Private Placement, and the proceeds raised therefrom, and 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 additional tranches of the Private Placement, 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 additional tranches of the Private Placement, 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.