

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

March 15, 2023

Item 3. Press Release

March 15, 2023 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces today that it is evaluating restructuring options for one of its subsidiaries, AMPD Technologies (Canada) Inc. as well as significantly reducing overall expenses across the entire organization.

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 15th Day of March, 2023

“Anthony Brown”

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD Ventures Announces Restructuring and Corporate Changes for One of its Subsidiaries

News Release

Vancouver, British Columbia – Wednesday, March 15, 2023 - AMPD Ventures Inc. (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“**AMPD**” or the “**Company**”), a next-generation digital media tools and technologies provider, announces today that it is evaluating restructuring options for one of its subsidiaries, AMPD Technologies (Canada) Inc. as well as significantly reducing overall expenses across the entire organization.

AMPD intends to reduce or eliminate the monthly cash burn for the AMPD Technologies subsidiary by significantly reducing team size and operating expenses beginning this week, given current overall market conditions in the technology sector being exceptionally challenging. It is AMPD’s intention to maintain the operation of AMPD Technologies and its current clients by matching the resources and spend with the current revenues being generated. AMPD Technologies will continue to pursue opportunities to increase its revenue and grow organically without the need for cash investment.

AMPD Ventures’ other subsidiary, Departure Lounge Inc. has been making solid progress, with revenues increasing quarterly. Departure Lounge is expected to be cashflow break even or cashflow positive by summer 2023.

AMPD will focus on reducing its monthly cash burn and concentrate on developing Departure Lounge, which has been demonstrating strong growth potential.

Anthony Brown, CEO of AMPD Ventures Inc. commented “AMPD Ventures’ focus will be to build on the positive momentum at Departure Lounge, where we see solid revenue growth and the path to profitability. The recent nomination at the South by Southwest® (global film, tech, and music) festival has further validated their technology and highlighted their leadership position in the world of volumetric capture and virtual world development.”

The Company is also considering both board and management changes to better equip the Company to meet its objectives.

AMPD Ventures Inc is currently exploring various financing initiatives to complete the restructuring and position the Company to move forward towards profitability.

About AMPD Ventures Inc.

AMPD Ventures Inc. (“AMPD”) is advancing the way we create and consume digital content by building the world’s best suite of tools and technologies for digital content creation and distribution. 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 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

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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.