

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 20, 2023

Item 3. Press Release

March 20, 2023 at Vancouver, BC Canada.

Item 4. Summary of Material Change

AMPD Ventures Inc. announces that James Hursthouse has been appointed as the new CEO of AMPD, effective March 31, 2023.

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 20th Day of March, 2023

"Anthony Brown"

Anthony Brown
Name

CEO & Director
Position / Title

Vancouver, B.C.
Place of Declaration

AMPD Ventures Announces Appointment of New Chief Executive Officer

News Release

Vancouver, British Columbia – March 20, 2023 – **AMPD Ventures Inc.** (CSE: AMPD) (OTCQB: AMPDF) (FRA: 2Q0) (“**AMPD**” or the “**Company**”) announces that James Hursthouse has been appointed as the new CEO of AMPD, effective March 31, 2023.

James is currently the CEO of AMPD subsidiary, Departure Lounge Inc. (“Departure Lounge”).

Departure Lounge began commercial operations in September of 2022 and has been exhibiting strong growth. Its customer base and revenue have continued to grow monthly, and the company is expected to be cashflow break even or cashflow positive by summer 2023.

Departure Lounge is being recognized as a leader in the world of XR-enhanced real-time and virtual production technologies and creative services centred around its industry-leading volumetric capture stage which it launched in partnership with global volumetric pioneer, Metastage Inc. The company was recently nominated as an official selection in the South by Southwest® 2023 (“SXSW”) Festival for its immersive virtual reality (VR) music video, developed for Monstercat recording artist, DJ Whipped Cream. Departure Lounge is also a contributing developer for Shib: The Metaverse, which was also featured prominently at the SXSW festival.

As per the Company’s press release dated March 15, 2023, AMPD intends to focus its attention and resources on supporting the continued growth of, and the opportunity represented by Departure Lounge, which utilizes the high-performance cloud and compute infrastructure developed by the Company to date. AMPD Technologies intends to continue supporting revenue-generating infrastructure deals while significantly reducing monthly cash burn.

James Hursthouse commented, “I genuinely believe that the Company has a huge amount of real value. We understand the crucial importance of solidifying our financial operating position and growing our momentum in the marketplace. In these exceptionally challenging market conditions, cutting expenses where we can and focusing on Departure Lounge’s growth provides the quickest, most cost-effective path to revenue and earnings.”

The Company would like to thank Anthony Brown for his hard work and dedication to the company in his role as CEO since the Company was founded. Mr. Brown is committed to affecting a smooth transition and is expected to continue working with the Company to provide technological and business development expertise on an ongoing basis.

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>.

Company Contact:

Ian Wilms, Vice President

ian.wilms@ampd.tech

+ 1 (289) 339-6072

For further information please contact **Investor Cubed Inc.**
Neil Simon, CEO
Telephone: +1 (647) 258-3310
Email: nsimon@investor3.ca

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.