

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**

June 6, 2023

**Item 3. Press Release**

June 6, 2023 at Vancouver, BC Canada.

**Item 4. Summary of Material Change**

AMPD Ventures Inc. announces Markus Windelen has stepped down as a member of the board of directors of AMPD. The Company also announces the appointment of Anthony Brown as the Interim Chief Executive Officer ("CEO") of AMPD Ventures Inc. effective immediately.

**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 director of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Anthony Brown  
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 6<sup>th</sup> Day of June, 2023

"Anthony Brown"

Anthony Brown  
Name

Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

# AMPD Ventures Inc. Announces Board of Directors Transition and Appointment of Interim CEO

*News Release*

**Vancouver, British Columbia – June 6, 2023 – AMPD Ventures Inc.** (CSE: AMPD | OTCQB: AMPDF | FRA: 2Q0) (“**AMPD**” or the “**Company**”), a Company addressing the opportunity represented by the new era of digital content creation and distribution, today announced that Markus Windelen has stepped down as a member of the board of directors of AMPD. In addition, the Company is pleased to announce the appointment of Anthony Brown, Co-Founder and Chairman of the Board, as the Interim Chief Executive Officer (“**CEO**”) of AMPD Ventures Inc., effective immediately.

Mr. Windelen has served as a valuable member of the board of directors since 2018, and his contributions and insights have played a significant role. The Company expresses its sincere gratitude for Mr. Windelen's dedication and service to the organization and wishes him the best in his future endeavours.

AMPD continues to explore structural changes while taking significant steps to reduce the burn, focus on the current growth opportunity with Departure Lounge, and secure additional funding.

Anthony Brown, Co-founder, and Chairman, has stepped into the role of interim CEO. Anthony has maintained ongoing involvement since originally stepping down as CEO and has been working diligently on identifying potential investors to secure the additional funding needed.

“I have taken on the interim CEO role and am committed to getting the Company through the current crisis,” commented Anthony Brown. “I have been working to secure interest in potentially funding AMPD through strategic investors who see the value in the Company. I look forward to working closely with our talented team to execute on our strategic initiatives and navigate the Company through these challenging times, to create value for our shareholders.”

The board of directors is currently conducting a comprehensive search for a permanent CEO, and Mr. Brown will serve as Interim CEO until a suitable candidate is identified. The Company remains committed to executing its strategic objectives and enhancing its market position during this transition.

## **About AMPD Ventures Inc.**

AMPD Ventures Inc. is a Canadian public Company (CSE: AMPD | OTCQB: AMPDF | FRA: 2Q0) assembling a portfolio of synergistic subsidiaries to advance the way we create, distribute, and consume digital content. We aim to build the world's most advanced, sustainable range of infrastructure, technologies, and creative services for the new era of immersive content experiences. The AMPD portfolio is currently comprised of AMPD Technologies Inc. (<http://www.ampd.tech>), offering edge-based hosting solutions, and Departure Lounge Inc. (<http://www.dlxr.ca>), focused on next-generation media production and creative services. Across the portfolio, AMPD Ventures works with leading partners and customers such as Advanced Micro Devices Inc. (NASDAQ: AMD), Epic Games, Inc., Equinix, Inc. (NASDAQ: EQIX), Hammerspace Inc., HTC Corp (TPE: 2498), Intel Corporation (NASDAQ: INTC), NVIDIA Corporation (NASDAQ: NVDA), OpenStack, and Versatile Media. Additional information about the Company is available on SEDAR and our website at <http://www.ampd.tech>. For further information: please email [ir@ampd.tech](mailto:ir@ampd.tech)

## **Cautionary Statement**

### *Forward-Looking Statements*

*This press release contains forward-looking statements and information within the meaning of applicable securities laws. These forward-looking statements are based on AMPD Ventures Inc.'s current expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties, and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. Such risks and uncertainties include but are not limited to, the Company's ability to identify and appoint a suitable permanent CEO, the success of the Company's strategic initiatives, and the ability to enhance its market position during the transition period. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are based will occur. Actual results and future events could differ materially from those anticipated in such forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.*