

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: AMPD Ventures Inc. (the "Issuer").

Trading Symbol: AMPD

Date: March 22, 2021

### 1. New Options Granted:

Date of Grant: March 22, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Piero Amadeo	Consultant	No	200,000	\$0.25	March 22, 2024	Nil
Mike Yeramian	Consultant	No	50,000	\$0.25	March 22, 2024	Nil

Total Number of optioned shares proposed for acceptance: 250,000

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Frank Roberts	100,000	\$0.50	Oct 26, 2019	Oct 26, 2024
Naomi Kawasaki	100,000	\$0.50	Oct 26, 2019	Oct 26, 2024
Robert Youngquist	100,000	\$0.50	Oct 26, 2019	Oct 26, 2024
Frank Roberts	100,000	\$0.22	Mar 5, 2020	Mar 5, 2025
Geoff O'Donoghue	50,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Howard Donaldson	200,000	\$0.19	Jun 23, 2020	Jun 23, 2025
James Hursthouse	350,000	\$0.19	Jun 23, 2020	Jun 23, 2025
John Ross	100,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Markus Windelen	200,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Naomi Kawasaki	50,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Paul Mari	200,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Ravinder Kang	300,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Robert Youngquist	50,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Stephen Hynes	1,000,000	\$0.19	Jun 23, 2020	Jun 23, 2025
Jakson Inwentash	100,000	\$0.25	Mar 10, 2021	Mar 10, 2024
Park Place Limited	900,000	\$0.25	Mar 10, 2021	Mar 10, 2024
Geoff O'Donoghue	100,000	\$0.25	Mar 10, 2021	Mar 10, 2026
James Hursthouse	500,000	\$0.25	Mar 10, 2021	Mar 10, 2026
Prosdocimi Ltd.	250,000	\$0.25	Mar 10, 2021	Mar 10, 2024
Chad McLeaming	250,000	\$0.25	Mar 10, 2021	Mar 10, 2024

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

March 22<sup>nd</sup>, 2021

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

54,058,506

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

9.71%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

155,851

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

\$0.15

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. N/A

#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: March 22, 2021

Anthony Brown  
Name of Director / Senior Officer

Anthony Brown (signed)  
Signature

Director and CEO  
Official Capacity