

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: AMPD

Date: March 11, 2021

1. New Options Granted:

Date of Grant: March 10, 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 |
|-------------------------|---|-----------------------------------|---------------------------------------|---------------------------|--------------------|---|
| Jakson Inwentash | Consultant | N | 100,000 | \$0.25 | March 10, 2024 | Nil |
| Park Place Limited | Consultant | Y | 900,000 | \$0.25 | March 10, 2024 | Nil |
| Prosdocimi Ltd. | Consultant | N | 250,000 | \$0.25 | March 10, 2024 | Nil |
| Chad McLeaming | Consultant | N | 250,000 | \$0.25 | March 10 2024 | Nil |
| Geoff O'Donoghue | Employee | Y | 100,000 | \$0.25 | March 10, 2026 | 50,000 |
| James Hursthouse | Officer | Y | 500,000 | \$0.25 | March 10, 2026 | 350,000 |

Total Number of optioned shares proposed for acceptance: 2,100,000

2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares ⁽¹⁾ | 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 |

(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 11, 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.

9.24%

- (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.

405,851

- (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 11, 2021

Anthony Brown

Name of Director or Senior
Officer

(signed Anthony Brown)

Signature

CEO & Director

Official Capacity