



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF AMPD VENTURES INC.

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of AMPD Ventures Inc. (the “**Company**”) to be held at the Company’s offices of #210-577 Great Northern Way, Vancouver, BC V5T 1E1, Canada at the hour of 10:00 a.m. (Pacific Time) on Thursday, November 24, 2022 for the following purposes:

1. to receive the audited financial statements of the Company for the year ended May 31, 2022, including the auditors’ reports thereon;
2. to consider and, if deemed appropriate, to fix the number of directors of the Company to be elected at the Meeting at six;
3. to elect the directors of the Company who will serve until the end of the next annual general meeting or until their successors are appointed;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass an ordinary resolution to approve the stock option plan of the Company; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the accompanying management information circular dated October 14, 2022 (the “**Circular**”). Also enclosed is a form of proxy for the Meeting.

The record date (the “**Record Date**”) for determining those shareholders entitled to receive notice of and to vote at the Meeting is October 14, 2022. Only persons registered as shareholders on the books of the Company as of the close of business on the Record Date (“**Registered Shareholders**”) are entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and no person becoming a Registered Shareholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any Shareholder to receive notice of the Meeting does not deprive the Shareholder of the right to vote at the Meeting.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS TO VOTE BY PROXY.

Registered Shareholders may vote in person at the Meeting or any adjournment thereof, or they may appoint another person, who need not be a Shareholder, as their proxy to attend and vote in their place. Registered Shareholders who are unable to attend the meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the proxy must be received by the Company’s transfer agent, Olympia Trust Company., PO Box 128, STN M, Calgary, AB T2P 2H6 Attention: Proxy Department or by facsimile to 1-403- 668-8307 or by internet using the 12-digit control number located at the bottom of your proxy at <https://css.olympiustrust.com/pxlogin>. Your proxy or voting instructions must be received no later than 10:00 a.m. (Pacific time) on November 22, 2022 (or such other date that is two business days immediately preceding the date of the Meeting as it may be adjourned or postponed from time to time).

Beneficial Holders/Non-Registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form received from their intermediary/broker to ensure that the shares of such shareholder will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a Registered Shareholder.

ACCESSING THE AGM VIA BROADCASTING/TELEPHONE CONFERENCE

Note: The Board of Directors and Management request all shareholders vote by proxy and not attend the meeting in person. The webinar link and conference dial-in number will enable shareholders to attend a virtual webinar or a voice-only conference call. Registered shareholders participating via teleconference or Zoom will not be able to vote in person at the Meeting.

Please access the virtual AGM presentation using the following options:

OPTION 1: Using your internet browser

Join from a PC, Mac, iPad, iPhone or Android device:
Please click this URL to join.



<https://us06web.zoom.us/j/82661466225?pwd=SQrVEjYk1tTUdx28vZ3Vwa1RLdz09>
Passcode: 2022

OPTION 2: Dial in to the AGM (audio only):

Dial (for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 346 248 7799 or +1 386 347 5053 or +1 564 217 2000 or +1 646 558 8656 or +1 646 931 3860 or +1 669 444 9171 or +1 719 359 4580 or +1 720 707 2699 or +1 253 215 8782 or +1 301 715 8592 or +1 309 205 3325

Canada: +1 778 907 2071 or +1 780 666 0144 or +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588

Germany: +49 69 5050 0952 or +49 695 050 2596 or +49 69 7104 9922 or +49 69 3807 9883 or +49 69 3807 9884 or +49 69 5050 0951

Webinar ID: 826 6146 6225

Passcode: 2022

International numbers available: <https://us06web.zoom.us/j/82661466225?pwd=SQrVEjYk1tTUdx28vZ3Vwa1RLdz09>

Dated this 14th day of October, 2022.

By Order of the Board of Directors

“Anthony Brown”

Anthony Brown
Chief Executive Officer