

MAXTECH VENTURES INC.

Code of Business Conduct and Ethics

The Board of Directors of Maxtech Ventures Inc. has adopted this Code of Business Conduct and Ethics (the “Code”). The Code applies to all employees, officers, directors and representatives of Maxtech Ventures Inc. and its subsidiaries (collectively the “Company”, “Maxtech”, “we”, “us” or “our”), at all times and everywhere we do business. Consultants and other third parties with whom we deal with are also expected to act in accordance with the intent and spirit of the Code.

This Code reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which everyone at the Company is expected to comply. It is the Company’s intent that we maintain the highest ethical standards of behavior while conducting the Company’s business.

Everyone at the Company should be familiarized with this Code and other Company policies which are either in effect or will be published from time to time, and adhere to the values, objectives and commitments expressed herein and therein. Although the various matters dealt with in this Code do not cover the full spectrum of employee activities, they are indicative of the Company’s commitment to the maintenance of high standards of conduct and are to be considered descriptive of the type of behavior expected from employees in all circumstance. We require the highest standards of professional and ethical conduct from our employees, officers, directors and representatives (hereafter a “Person” or “Persons”).

1. SPECIFICS OF THE CODE

1.1. Conflicts of interest

A "personal conflict of interest" occurs when a Person's individual interest interferes with the best interests of the Company. A conflict of interest exists where the interests or benefits of a Person conflict with such Person’s ability to act in the best interests of the Company. Personal conflicts of interest, whether actual or apparent, are prohibited as a matter of Company policy, unless they have been approved or waived in writing by the Company.

In particular, a Person must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family members, or for any other person, including, but not limited to, loans or guarantees of obligations, from any person or entity. Service to the Company should never be subordinated to personal gain or advantage. Conflicts of interest, whether actual or apparent, should to the extent possible, be avoided.

Any Person who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with a member of the Audit Committee.

Except as permitted by applicable law, the Company shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer.

The Company complies with the *Canada Business Corporations Act*, which requires, among other things, the officers and directors of the Company to act honestly and in good faith with a view to the best interest of the Company and our shareholders, to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and, in the case of directors, to abstain from voting as a director for the approval of any such transaction.

1.2. Protection and proper use of corporate assets and opportunities

All Persons have an obligation to protect the Company's assets, including opportunity, information and Potash One's name, and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All of the Company's assets must be used only for legitimate business purposes and not for personal use.

1.3. Confidentiality of corporate information

Customers, suppliers, employees and the public should have such information about the Company as is necessary for them to judge adequately the Company and our activities. The Company believes that full and complete reporting to regulatory agencies and the provision, by properly authorized persons of the Company; of information required by the public constitute a responsibility and a workable approach to the interests of disclosure. However, the Company, except as required by law, will not disclose information which might impair our own competitive effectiveness or which might violate the private rights of employees, other individuals, or institutions.

Care must be taken not to discuss confidential, personal or sensitive information in social or public meetings. Outside speeches or articles for outside publication containing information relating to the Company's affairs or activities require approval in advance by the Chief Executive Officer.

1.4. Fair-dealing

We are to treat fairly and with respect those we have dealings with, including all Persons and our suppliers, customers, stakeholders, and members of the communities in which we carry on our operations.

We are to refrain from disparaging competitors or their products and should not improperly seek competitor's confidential information nor take improper or unlawful advantage of others in our business dealings. We may not take unfair advantage of

anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

1.5. Compliance with laws, rules and regulations, domestic and foreign

We are committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which we do business. Many of our activities are subject to complex, changing, and in some cases, conflicting federal, provincial, state, municipal or other regional laws. We are expected to adhere to the standards and restrictions imposed by those laws, rules, and regulations. We are committed to educating ourselves on the laws, rules, and regulations that govern our work. If anyone is in doubt about the application of any legal requirements, the matter should be referred to senior management who can then seek the assistance of the Company's internal legal counsel (the "General Counsel") or other legal counsel when necessary or appropriate.

We must diligently seek to avoid conduct which might be interpreted as being in violation of laws governing the affairs of the Company in any jurisdiction where we carry on business.

When we operate outside of Canada we have a special responsibility to know and obey the laws and regulations of foreign countries. Customs vary throughout the world, but we must diligently uphold the integrity of the Company in other nations.

1.6. Facilitation Payments

No unlawful or otherwise improper payment or gift is to be made or offered with a view to assisting the Company to obtain or retain business, to affect the enactment or enforcement of any laws, or otherwise to obtain favours.

If the Company personnel are requested to make any such payment or gift, the payment or gift so requested and the circumstances surrounding such request must be reported to the Chief Executive Officer prior to making the payment or gift. The Chief Executive Officer or Chief Financial Officer may waive the foregoing restriction in exceptional circumstances, including for the health or safety of any Person, and elsewhere where appropriate and following consultation with the General Counsel or other legal counsel.

1.7. Reporting of any illegal or unethical behaviour

We will strive to identify and raise potential issues before they lead to problems, and will ask about the application of this Code whenever in doubt. Anyone who becomes aware of any existing or potential violation of this Code should promptly notify a member of the Audit Committee of our Board. Acting through our Board, we will take such disciplinary or preventive action, as we deem appropriate to address any existing or potential violation of this Code brought to our attention.

Retaliation in any form against anyone who reports a violation of this Code in good faith, or who assists in the investigation of the reported violation, is itself a serious violation of this Code. Acts of retaliation should be reported immediately to a member of the Audit

Committee. The foregoing is not intended to limit the ability of the Company to take appropriate action where a violation is self-reported, provided that the Company will take into account any self-reporting as a potential mitigating factor in addressing the violation.

1.8. Insider Trading

Persons are required to comply with the Company's Insider Trading Policy and all other policies and procedures applicable to them that are adopted by the Company from time to time.

1.9. The Company's books and records must reflect, in an accurate and timely manner, all Company transactions

The integrity of the Company's records and financial reporting is critical to our ongoing success. All assets, liabilities and transactions must be accurately and completely reported in the books and supported by necessary documentation. No asset, liability or transaction is to be concealed from management or from the Company's auditors.

All transactions must be authorized and executed in accordance with Company policy and the instructions of management. Appropriate accounting and financial policies, procedures, controls and audit processes must be maintained.

Regardless of our position in the organization, we are expected to follow internal policies and procedures designed to protect the integrity of corporate data and the confidentiality and privacy of all information to which they have access by reason of their employment with the Company. This includes adherence to procedures related to security of computer systems.

Everyone is encouraged to question and report transactions which appear to be contrary to established policies and procedures.

No undisclosed or unrecorded funds, payments, obligations, bank accounts, or assets of the Company are permissible. The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited.

Those responsible for the accounting and record keeping functions are expected to be vigilant in ensuring enforcement of this section.

1.10. Improper Influence – External Auditor

Company personnel must never improperly influence or attempt to improperly influence any person acting as an external auditor of the Company.

1.11. Management Override

No employee who exercises supervision or influence over another employee shall direct, request or encourage that other employee to do anything or omit to do anything; the doing of which or the omission of which is contrary to the Code, any other policy or

procedure of Potash One or any applicable law. You are required to immediately report to our General Counsel, or a member of the Audit Committee, any situation in which any person attempts to direct, request or encourage you to violate the Code, or any other policy or procedure of the Company or any applicable law.

1.12. Amendment, Modification and Waivers of the Code of Business Conduct and Ethics

The Code may be amended or modified by the Board of Directors and unless otherwise specified herein, waivers generally may be granted only by the General Counsel or the Chief Executive Officer. However, any waiver of the provisions of this Code for directors and executive officers, including the Chief Executive Officer or Chief Financial Officer, may be made only by the Board of Directors or a Committee of the Board and will be disclosed to shareholders as required by applicable rules and regulations.

This Code cannot, and is not intended to, address all of the situations we may encounter. There will be occasions where one is confronted by circumstances not covered by policy or procedure and where one must make a judgment as to the appropriate course of action. In those circumstances or if one has any questions concerning one's obligations under this Code one is encouraged to use common sense, and to contact a supervisor or a member of senior management for guidance.

2. ADOPTION OF THE CODE

This Code was adopted by the board of directors of the Company on February 14 2012.

3. ANNUAL AFFIRMATION

Employees, directors and officers of the Company will reaffirm their acceptance of the Code on an annual basis.

4. ACKNOWLEDGEMENT:

The undersigned has read, understands and agrees to abide by the terms of the above Maxtech Ventures Inc.'s Code of Ethics and Business Conduct and acknowledges receipt of a signed copy.

Date: _____

By: _____

(Signature)

Name: _____

(please print)