

FORM 51-102F3
MATERIAL CHANGE REPORT

CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Maxtech Ventures Inc. (the “Company” or “Maxtech”)
1250 West Hastings Street
Vancouver, BC V6E 2M4

Item 2 Date of Material Change

February 17, 2012

Item 3 News Release

The news release was disseminated on February 17, 2012 via the services of Stockwatch and Baystreet News.

Item 4 Summary of Material Change

Maxtech announced changes to its board of directors and officers.

Item 5 Full Description of Material Change

Effective February 15, 2012, Mr. Curt Huber joined the board, replacing Mr. Brian Thurston, who resigned on February 9, 2012. Mr. Huber is an independent corporate and financial consultant and long-time shareholder of the Company. He has been involved in all facets of public companies for more than 25 years. He is an experienced director and senior officer who has represented public companies in many different sectors: mining, oil and gas and technology. In addition, he has provided investor relation services, raised funding in the public markets, and built corporate awareness for the companies with which he has been associated.

Concurrent with this appointment to the board, the Company has appointed the following senior officers: Mr. Thomas Tough will move from his current role as CEO to the role of non-executive chairman of the board; Mr. Ayub Khan will assume the position of CEO; and Mr. Curt Huber will become the President of the Company.

A copy of the news release is attached to this material change report as Appendix “A”.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Curt Huber
President
604-687-0879

Item 9 Date of Report

April 18, 2012

APPENDIX "A"

MAXTECH VENTURES ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

February 20, 2012 – Vancouver, British Columbia – Maxtech Ventures Inc. (TSXV: MVT / Frankfurt: M1N) (“**Maxtech**” or the “**Company**”) announces that effective February 15, 2012, Mr. Curt Huber joined the board, replacing Mr. Brian Thurston, who resigned on February 9, 2012. Mr. Huber is an independent corporate and financial consultant and long-time shareholder of the Company. He has been involved in all facets of public companies for more than 25 years. He is an experienced director and senior officer who has represented public companies in many different sectors: mining, oil and gas and technology. In addition, he has provided investor relation services, raised funding in the public markets, and built corporate awareness for the companies with which he has been associated.

Concurrent with this appointment to the board, the Company has appointed the following senior officers: Mr. Thomas Tough will move from his current role as CEO to the role of non-executive chairman of the board; Mr. Ayub Khan will assume the position of CEO; and Mr. Curt Huber will become the President of the Company.

Mr. Thomas Tough, Chairman, commented, “We are looking forward to a long and productive working relationship with Mr. Huber and welcome him back to the team.” The Company also wishes to thank Mr. Thurston for his service to the Company and to wish him well as he moves on to new endeavours.

About Maxtech Ventures

Maxtech is an exploration stage mining company with properties in British Columbia, Quebec, and India. The Company's wholly-owned Indian subsidiary, Maxtech Resources Private Limited, holds a Reconnaissance Permit in the Lalitpur District, Uttar Pradesh, India covering a deposit of banded iron ore formation; to explore for platinum group minerals, nickel, cobalt, chromium, lead, zinc, copper, diamonds, gold, and silver mineralization. Maxtech's exploration efforts are supported by a strong and experienced management and technical team who are continually seeking new opportunities to enhance shareholder value. Further information regarding the Company can be found on SEDAR at www.SEDAR.com or by visiting our website at www.maxtechventures.com.

This news release was prepared on behalf of the Board of Directors, which accepts full responsibility for its contents.

On Behalf of the Board of Directors

“Thomas R. Tough”

Thomas R. Tough, P.Eng.
Chairman

This release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration and development activities and events or developments that the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see our public filings at www.sedar.com for further information.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.