

**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

April 2, 2012

Item 3 News Release

The news release was disseminated on April 2, 2012 via the services of Stockwatch and Baystreet News.

Item 4 Summary of Material Change

Maxtech announced the results of its AGM held on March 29, 2012.

Item 5 Full Description of Material Change

At Maxtech’s Annual General Meeting of shareholders, held on March 29, 2012 in Vancouver, BC (the “**Meeting**”). At the Meeting, shareholders voted in favour of motions electing the Company’s nominees for director: Ayub Khan, BSc (Business), Thomas Tough, P. Eng., Peter Hawley, P. Geo., Curt Huber, and Sonny Janda, BA (Economics). The shareholders appointed Dale Matheson Carr-Hill Labonte, Chartered Accountants, as auditors for the coming year, to replace DeVisser Grey, LLP who resigned in October, 2011. Shareholders also approved the Company’s 2012 Stock Option Plan, subject to regulatory approval.

Immediately following the Meeting, the board appointed the following officers: Thomas Tough, P.Eng. as non-executive chairman, Ayub Khan, as CEO, Curt Huber as President, Larry Tsang, CA as CFO, and Thomas Kennedy, JD as Corporate Secretary.

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 INC. ANNOUNCES RESULTS OF AGM

April 2, 2012 – Vancouver, British Columbia – Maxtech Ventures Inc. (TSXV: MVT / Frankfurt: M1N) (“**Maxtech**” or the “**Company**”) is pleased to provide the results of its Annual General Meeting of shareholders, held on March 29, 2012 in Vancouver, BC (the “**Meeting**”). At the Meeting, shareholders voted in favour of motions electing the Company’s nominees for director: Ayub Khan, BSc (Business), Thomas Tough, P. Eng., Peter Hawley, P. Geo., Curt Huber, and Sonny Janda, BA (Economics). The shareholders appointed Dale Matheson Carr-Hill Labonte, Chartered Accountants, as auditors for the coming year, to replace DeVisser Grey, LLP who resigned in October, 2011. Shareholders also approved the Company’s 2012 Stock Option Plan, subject to regulatory approval.

Immediately following the Meeting, the board appointed the following officers: Thomas Tough, P.Eng. as non-executive chairman, Ayub Khan, as CEO, Curt Huber as President, Larry Tsang, CA as CFO, and Thomas Kennedy, JD as Corporate Secretary.

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 (RP) in the Lalitpur District, Uttar Pradesh, India covering a large deposit of banded iron formation, known base metal, rare earth elements (REE) and uranium mineral occurrences. The RP is also prospective for platinum group minerals, nickel, cobalt, chromium, lead, zinc, copper, diamonds, gold, and silver mineralization.

Maxtech Resources has relinquished 50% of the area covered by the RP and has applied for a PL permit which will allow for the Company to drill and further explore to define the known deposits. Maxtech’s exploration efforts are supported by a strong and experienced management and technical team who are continually seeking new advanced opportunities to enhance shareholder value.

Maxtech Resources has also applied for additional RPs covering occurrences of base and precious metals and tungsten.

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.

“Curt Huber”

Curt Huber
President

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.