

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

To: The Shareholders of Maxtech Ventures Inc.

TAKE NOTICE that pursuant to an order of the Supreme Court of British Columbia dated February 17, 2011, an annual general and special meeting (the "**Meeting**") of shareholders (the "**Maxtech Shareholders**") of Maxtech Ventures Inc. ("Maxtech", or the "**Company**") will be held at 1250 West Hastings Street, Vancouver, British Columbia, on March 17, 2011, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the fiscal year ended July 31, 2010, and the report of the auditor thereon;
2. to set the number of directors for the ensuing year at five;
3. to elect directors of the Company for the ensuing year;
4. to appoint an auditor for the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider and, if thought advisable, pass, with or without variation, a special resolution approving an arrangement (the "**Plan of Arrangement**") under Part 9 Division 5 of the *Business Corporations Act* (British Columbia) (the "**Act**") which involves, among other things, the distribution to the Maxtech Shareholders shares of Chimata Gold Corp. ("**Chimata Gold**"), currently a wholly-owned subsidiary of the Company, all as more fully described in the accompanying management information circular (the "**Circular**") of the Company;
6. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution to affirm, ratify and approve a stock option plan for Chimata Gold; and
7. to transact such other business as may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that Maxtech Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Maxtech Shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and Part 9 Division 5 of the Act. The dissent rights are described in Exhibit "D" to this Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and Part 9 Division 5 of the Act may result in the loss of any right of dissent.

This Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Maxtech Shareholders of record at the close of business on February 1, 2011, will be entitled to receive notice of and vote at the Meeting.

Registered Maxtech Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered Maxtech Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your Shares of Maxtech not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 11th day of February 2011

BY ORDER OF THE BOARD OF DIRECTORS

"Thomas R. Tough, P.Eng."

Thomas R. Tough, P.Eng.
President and Chief Executive Officer