MAXTECH VENTURES INC.

1250 West Hastings Street
Vancouver, BC V6E 3T5
Tel.: (604)687-0879 Fax: (604) 408-9301

# Management's Discussion and Analysis
## For the three and six months ended January 31, 2011

### DATE

This MD&A is prepared as of March 31, 2011.

### NOTICE TO READER

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Maxtech Ventures Inc. ("Maxtech" or the "Company"), its history, business environment, strategies, performance and risk factors from the viewpoint of management. The information provided should be read in conjunction with the Company's unaudited interim consolidated financial statements and notes for the three and six months ended January 31, 2011. The Company's unaudited interim consolidated financial statements and related notes have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and all amounts are presented in Canadian dollars unless otherwise noted.

The following comments may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results will change based on other factors and variables beyond management control.

Management is responsible for the preparation and integrity of the consolidated interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls, and to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management regularly to review financial statement results, including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review Company statutory filings on www.sedar.com and to review general information, including maps, on the Company's website at www.maxtechventures.com.

### BACKGROUND

Maxtech Ventures Inc. is an exploration stage company that is actively engaged in the acquisition, exploration and development of mineral resource properties located in British Columbia, Quebec and internationally. The Company is listed on the TSX Venture Exchange under the symbol MVT.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The continued operations of the Company and the recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production or the realization of proceeds from the disposition of an interest or interests.

Current economic conditions have limited the Company's ability to access financing through equity markets and this has created significant uncertainty as to the Company's ability to fund ongoing operations for the next operating period. The Company's strategy for the conservation and management of capital is discussed with more details in the Note 15 (Management of Capital) to the audited financial statement for the most recent year ended July 31, 2010.

## FORWARD LOOKING INFORMATION

Certain statements contained in the MD&A constitute forward looking statements. Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward looking statements. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statements were made.

## OVERALL PERFORMANCE

### Corporate Restructuring

On January 15, 2011, the Company and its wholly owned subsidiary Chimata Gold Corp.("**Chimata Gold**"), entered into an arrangement agreement (the "**Arrangement Agreement**") to proceed with a corporate restructuring by way of a statutory plan of arrangement (the "**Plan of Arrangement**") whereby Chimata Gold would acquire all of Maxtech's interest in the Guercheville Property from Maxtech in exchange for 33,649,002 common shares of Chimata Gold (the "**Chimata Gold Shares**"). Upon closing of the Arrangement, the 33,649,002 Chimata Gold Shares would be distributed to the shareholders of Maxtech of record as of the close of business on the date determined by the Company's management. As a result of the Plan of Arrangement, Chimata would spin-out from Maxtech and become a reporting issuer.

Subsequent to the quarter ended January 31, 2011, the Arrangement Agreement was approved at the Company's annual and special general meeting (the "**AGM**") held on March 17, 2011. On March 30, 2011 the Company received conditional approval from the TSX Venture to proceed with the Plan of Arrangement. Completion of the Arrangement will require approval from various relevant regulatory agencies.

### Investment in Société Minière Ste. Genevieve-Haiti, S.A. ("SGH")

In 2007, the Company entered into a Memorandum of Understanding with Société Minière Ste. Genevieve-Haiti, S.A. ("SGH"), a private Haitian company located in Port-au-Prince, Haiti. SGH holds a number of advanced stage exploration properties in Haiti which require additional expenditures to further explore and develop the properties. The Company, in order to earn an interest in the projects, has agreed to provide the necessary funding for this development, through the purchase of 320,000 SGH common shares at $12.50 US per share for a total investment of $4,000,000 US.

During fiscal 2008, the Company purchased 24,160 shares for $302,000 US. The Company did not receive the shares from SGH and has decided not to continue with its investment and to instead pursue the recovery of the advances paid. SGH then underwent a name change to Somine, S.A.

During the first quarter ended October 31, 2010, the Company entered into an agreement with Simact Mining Holding Inc. ("SMHI") pursuant to which SMHI will transfer 1,413,000 shares of Majescor Resources Inc. ("MJX") to the Company on behalf of Somine, S.A. for reimbursement of the US$302,000 investment in Somine, S.A. The transfer of the 1,413,000 shares of MJX is not completed as at the date of this MD&A.

**Exploration Update**

<u>Lalitpur District, India</u>

The Company's wholly owned subsidiary, Maxtech Resources Private Limited ("MRPL"), was granted a Reconnaissance Permit in the Lalitpur District, Uttar Pradesh (U.P.) India to explore for platinum group minerals, nickel, cobalt, chromium, lead, zinc, copper, diamonds, gold, and silver mineralization. The Company has also appointed Mr. B.D. Shukla, M.Sc. (Geology), a geologist with thirty years of experience, as Vice President of Exploration (India) for MRPL. Mr. Shukla is currently compiling a database from the purchased exploration results and is preparing an exploration program with respect to this Reconnaissance Permit.

MRPL has applied for four other Reconnaissance Permits in the District of Almora and Pauri, Dehradun, Pithoragarh, and Sirmur of India for the exploration of Lead, Zinc, Copper, Gold, and other associated minerals. The applications are pending approval from the government.

The Company, through its subsidiary Maxtech Resources Private Limited, has made arrangements with the Directorate of Geology and Mining of Uttar Pradesh ("Directorate") to drill two or more diamond drill holes on its Reconnaissance Permit to verify and possibly expand on the values previously intercepted in holes drilled by the Directorate. The drilling costs will be borne by the Company. The Company entered into a contractual agreement with the Directorate whereby the Company will arrange for and pay the costs incurred for the assaying of the drill core samples at certified compliant assay laboratories outside of India. Subsequent to the period ended January 31, 2011, a geological team was mobilized to, and a camp set up in, the Girar area in the Province of Uttar Pradesh, India. The Company incurred $11,967 exploration cost during the three months ended January 31, 2011.

<u>Julia Property, British Columbia</u>

The Company retained the services of Geotronics Consulting Inc. to carry out 150 line-kilometres of ground magnetic and electromagnetic surveys in conjunction with an MMI soil sampling program on the optioned claims. This work was carried out between September 10, 2007 and January 30, 2008. The Atlin property is located 28 kilometres east of the town of Atlin in the north-western part of British Columbia and is prospective for precious metals. On April 28, 2009, the Company received a report with respect to the work carried out prior to January 30, 2008.

The expiry date of all the claims have been extended to October 30, 2017, and an additional $71,407 (paid) was spent on geochemical and geophysical survey during the period ended January 31, 2011 (2009 - $2,000). All the claims were in good standing as of January 31, 2011.

<u>Ariane & Guercheville, Quebec</u>

By an Option agreement dated March 5, 2007, the Company may acquire a 100% interest in two prospective gold properties consisting of 40 mineral claims totaling approximately 2,300 acres in the Abitibi region of Quebec for consideration of:

-Cash payment of $45,000 for each property ($90,000 total paid); and
-Undertaking the drilling of at least three holes on each property (incomplete)

For each property upon which an economic discovery is made, a bonus of $70,000 in the Company's common shares and a 2% NSR will be issued to the vendor. The Company can acquire 1% of the NSR for $1 million.

On October 20, 2010, the Company renegotiated the original agreement whereby the Company can acquire a 100% interest of Ariane and Guercheville properties by paying the sum of $72,128 (paid) which includes the cost of NI43-101 reports (received) on each of the Ariane and Guercheville properties and the inclusion of 93 additional claims added to the Ariane properties and 13 additional claims added to the Guercheville properties (collectively the "Additional Claims"). The acquisition of the 100% interest of Ariane and Guercheville properties, including the Additional Claims was completed as at January 31, 2011.

During the period ended January 31, 2011, the Company spent $nil (2009- $nil) of exploration expenditures on Guercheville and Ariane properties. All the claims were in good standing as at January 31, 2011.

**Summary of Resource Property Interests**

The cost incurred as at January 31, 2011 for the exploration of the mineral properties is summarized as follows:

| | July 31, 2010 | Net Expenditure | January 31, 2011 |
|---|---|---|---|
| | $ | $ | $ |
| ***Ariane & Guercheville properties, Quebec*** | | | |
| Acquisition | 10,000 | 72,128 | 82,128 |
| Geological and geophysical | 634,080 | - | 634,080 |
| | 644,080 | 72,1287 | 716,208 |
| ***Lalitpur properties, India*** | | | |
| Acquisition | - | - | - |
| Geological and geophysical | - | 11,967 | 11,967 |
| | - | 11,967 | 11,967 |
| ***Julia properties, British Columbia*** | | | |
| Acquisition | 27,500 | - | 27,500 |
| Analytical/assays | 255,634 | - | 255,634 |
| Geologist and Geophysical | - | 71,407 | 71,407 |
| Land administration | 4,316 | - | 4,316 |
| | 287,450 | 71,407 | 358,857 |
| Total resource property interests | 931,530 | 155,502 | 1,087,032 |

| | July 31, 2009 | Net Expenditure | January 31, 2010 |
|---|---|---|---|
| | $ | $ | $ |
| ***Ariane & Guercheville properties, Quebec*** | | | |
| Acquisition | 10,000 | - | 10,000 |
| Geological and geophysical | 634,080 | - | 634,080 |
| | 644,080 | - | 644,080 |
| ***Julia properties, British Columbia*** | | | |
| Acquisition | 27,500 | - | 27,500 |
| Analytical/assays | 253,634 | 2,000 | 255,634 |
| Geologist and Geophysical | - | - | - |
| Land administration | 4,316 | - | 4,316 |
| | 285,450 | 2,000 | 287,450 |
| Total resource property interests | 929,530 | 2,000 | 931,530 |

## SUMMARY OF QUARTERLY RESULTS

The selected quarterly information for the past eight quarters is outlined below:

| (In thousands of dollars except amounts per share) | 2011 | | 2010 | | | | 2009 | |
|---|---|---|---|---|---|---|---|---|
| | Q2 | Q1 | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 |
| | $ | $ | $ | $ | $ | $ | $ | $ |
| Cash and term deposits | 4,703 | 4,896 | 5,125 | 5,170 | 3,055 | 3,100 | 2,513 | 2,559 |
| Loan Receivable | - | - | - | - | 2,052 | 1,995 | 2,526 | 2,525 |
| Working Capital | 5,031 | 5,239 | 5,376 | 5,597 | 5,410 | 5,404 | 5,263 | 5,264 |
| Total Assets | 6,281 | 6,412 | 6,331 | 6,546 | 6,367 | 6,380 | 6,218 | 6,208 |
| Shareholders' Equity | 6,276 | 6,394 | 6,315 | 6,544 | 6,364 | 6,345 | 6,203 | 6,204 |
| Administrative expenses | 82 | 30 | 65 | 47 | 19 | 49 | 60 | 68 |
| Foreign exchange gain (loss) | (6) | - | - | - | - | - | (3) | - |
| Impairment of Resource Property Interests | - | - | - | - | - | - | - | 150 |
| Other comprehensive income (loss) | (38) | 100 | (175) | 125 | - | 88 | 100 | - |
| Net Income (loss) | (80) | (22) | (54) | 56 | 43 | 30 | (45) | 10 |
| Net Earnings (loss) per Share | (0.00) | (0.00) | (0.00) | 0.00 | 0.00 | 0.00 | (0.00) | 0.00 |
| Weighted Average Shares Outstanding (000's) | 33,649 | 33,649 | 33,649 | 33,649 | 33,649 | 33,649 | 33,649 | 33,649 |

## RESULTS OF OPERATIONS

This review of the Results of Operations should be read in conjunction with the Company's unaudited interim consolidated financial statements and notes attached thereto for the three and six months ended January 31, 2011.

The Company is an exploration stage company and does not generate operating revenue. The source of revenue for the three and six months ended January 31, 2011 is the interest earned on investment in guarantee investment certificates with a major Canadian financial institution.

For the six months ended January 31, 2011

The Company incurred a net loss of $102,561 ($0.00 loss per share) compared to a net income of $73,525 ($0.00 earnings per share) for the same period in last year.

The interest income in the current period was $15,345 (2010 - $141,183), a decrease of $125,838 from the same period last year. During the first six months of last year, the Company had a $2,500,000 loan to an unrelated company, Abacus Mining and Exploration Corp., which had a higher interest rate than the term deposit held by the Company in the current period. As a result, interest income earned in the current period decreased.

Administrative expense was $112,215 in the first six months in 2011 compared to $67,540 for the same period in last year. The $44,675 increase was mainly a combined result of incurring more office facilities and administrative services costs, travel and promotion expenditures, and professional fees in the current period in connection with the Company's Lalitpur properties located in India (discussed in the Exploration Update section). During the first six months in 2011, the Company incurred office, facilities and administrative services costs of $42,510 (2010 - $29,092); travel and promotion costs of $14,080 (2010 - $105), and professional fees of $42,510 (2010 - $29,092).

Cash and short-term investment was $4,702,554 as at January 31, 2011, a decrease of $422,728 from the year ended on July 31, 2010. The decrease in cash and short-term investments was mainly a combined result of the acquisition of exploration equipment at $151,604, payment of $154,292 for the acquisition and exploration of the Company's resource properties, and payment of $126,079 for operating activities.

For the three months ended January 31, 2011

The Company incurred a net loss of $80,343 ($0.00 loss per share) in the current quarter comparing to a net income of $43,405 ($0.00 earnings per share) for the same quarter in last year.

The interest income in current period was $7,579 (2010 - $62,224), a decrease of $54,645 from the same quarter last year. During the second quarter in last year, the Company had a $2,500,000 loan to an unrelated company, Abacus Mining and Exploration Corp., which had a higher interest rate than the term deposit held by the Company in the current period. As a result, interest income earned in the current period decreased.

Administrative expense was $82,231 in the current quarter compared to $18,585 for the same quarter in the last year. The $63,646 increase was mainly a combined result of incurring more office facilities and administrative services costs, travel and promotion expenses, and professional fees in the current period in connection with the Company's Lalitpur properties located in India (discussed in the Exploration Update section). During the current quarter in 2011, the Company incurred office, facilities and administrative services costs of $31,869 (2010 - $8,990); travel and promotion expenses of $4,912 (2010 - $105), and professional fees of $31,869 (2010 - $8,990).

## LIQUIDITY

Financing of operations has been achieved primarily by issuing share capital. On January 31, 2011, the Company had $44,855 in cash ($103,250 – July 31, 2010), and $4,082,279 ($5,022,032 – July 31, 2010) in short-term investments. The Company had working capital of $5,031,158 as at January 31, 2011 (July 31, 2010 - $5,364,510). Decrease in working capital is primarily due to the increase in exploration activities and expenditures for the six months ended January 31, 2011.

The Company's investing activities revolve around developing its mineral properties, investing in guaranteed investment certificates, and the issuance of short-term loans.

The Company did not generate any cash flows from financing activities during the three and six months ended January 31, 2011 (2010 - $nil). Exploration programs are expected to continue with the funds raised in previous periods.

## CAPITAL RESOURCES

The Company has no operations that generate cash flow and its long term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital assets are resource properties. The Company capitalizes the acquisition and exploration cost directly related to the resource properties until the project is put into commercial production, sold, abandoned, or when delays in the development process require a revaluation.

The Company depends on equity sales to finance its exploration programs and to cover administrative expenses. Management believes the Company has adequate financial resources to conduct its activities for the next twelve months. The Company has a history of financing its operations and reaching its long range objectives through equity financing when needed. However, the impact of uncertainty in the current global capital market provide no guarantees that the Company can do so in the future.

## TRANSACTIONS WITH RELATED PARTIES

All transactions with related parties have occurred in the normal course of operations and are measured at exchanged values agreed by both parties.

During the six months ended January 31, 2010 the Company was charged $3,650 (2009 - $1,496) for the consulting services provided by a company controlled by John Morita , the Chief Financial Officer of the Company. As at January 31, 2011, $Nil (2009 - $1,181) was payable to this company.

## PROPOSED TRANSACTIONS

There are no proposed transactions, other than the proposed change in corporate structure discussed in the Corporate Restructuring section that will materially affect the performance of the Company.

## SHARE DATA

As at the date of this MD&A, the authorized capital of the Company consists of 100,000,000 common shares without par value, and there are 33,649,002 common shares issued and outstanding.

As at the date of this MD&A the Company does not have any outstanding stock options or stock purchase warrants that can be exercisable into the common shares of the Company.

## CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

### Change in accounting policies

Commencing January 1, 2011, the Company adopted the following new accounting policies:

*Business combination, Consolidated Financial Statements and None-controlling Interest*
For interim and annual financial statements relating to its fiscal year commencing on or after January 1, 2011, the Company is required to adopt new CICA Section 1582 “Business Combinations”, Section 1601 “Consolidated Financial Statements” and Section 1602 “Non-Controlling Interests”. Section 1582 replaces existing Section 1581 “Business Combinations”, and section 1601 and 1602 together replace Section 1600 “Consolidated Financial Statements”. The adoption of Section 1582 and collectively, 1601 and 1602 provides the Canadian equivalent to IFRS 3 “Business Combinations” and International Accounting Standard IAS 27 “Consolidated and Separate Financial Statements” respectively. The Company believes the adoption of these new accounting policies does not have material impacts to the Company.

### New accounting standards not yet adopted

*International Financial Reporting Standard (“IFRS”)*
In 2006, The Canadian Accounting Standard Board “AcSB” published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expect five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011, although early adoption may be permitted. Due to the Company’s July 31 fiscal yearend, the Company will adopt IFRS commencing August 1, 2011 and will restate the financial statements (for comparative purposes) reported by the Company for the year ended July 31, 2011. The Company is currently in the process of establishing a steering committee, developing a formal project plan, allocating internal resources and engaging expert consultants to monitor the transition from Canadian GAAP to IFRS reporting.

Management of the IFRS Convergence
The Company has adopted a three-phase approach to ensure successful conversion to IFRS, including:

Phase 1 - diagnostic impact assessment: to isolate key areas that will be impacted by the IFRS conversion - This phase is essentially completed and following key areas have been identified:

- IFRS 1- First-time adoption of International Financial Reporting Standards (“IFRS 1”)
- IFRS 6 – Exploration and Evaluation of Mineral Resources;
- International Accounting Standards (IAS) 16 – Property, Plant and Equipment;
- IAS 36 – Impairment of Assets

Phase 2 – evaluation and design: to identify specific changes required to existing accounting policies, information system, and business processes, together with an analysis of policy alternatives allowed under IFRS and development of draft IFRS financial statements. - A preliminary assessment of significant differences between IFRS and Canadian GAAP has been performed and are being reviewed by management. Management expects to complete this evaluation by the fourth quarter of year 2011.

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Phase 3 – implementation – to execute the changes to information systems and business processes, completing formal authorization processes to approve recommended accounting policies changes and training programs across the Company’s finance and other staff, as needed. This phase is in the progress and expected to be completed in the beginning of the first quarter of 2012.

First Time Adoption of IFRS
IFRS generally requires first-time adopters retrospectively apply all IFRS standards as at the first annual reporting date. IFRS1 gives guidance for the initial adoption of IFRS. First-time Adoption of International Financial Reporting Standards (“IFRS1”) provides for certain mandatory and optional exemptions to this general principle to enhance smooth transitions.

The Company plan to use the following IFRS 1 optional exemptions:

- To apply IFRS 3, Business Combination, prospectively
- To apply IFRS 1 deemed cost exemption for the opening IFRS carrying value of its Resources property interests.

Anticipated difference in Canadian GAAP
IFRS generally requires first-time adopters retrospectively apply all IFRS standards as at the first annual reporting date. IFRS1 gives guidance for the initial adoption of IFRS. First-time Adoption of International Financial Reporting Standards (“IFRS1”) provides for certain mandatory and optional exemptions to this general principle to enhance smooth transitions.

## RISK AND UNCERTAINTIES

Risks of the Company’s business include the following:

*Mining Industry*

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

*Government Regulation*

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

*Permits and Licenses*

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

*Environmental Risks and Hazards*

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability.

Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water and the environment, the Company may become subject to liability for hazards that cannot be insured against.

*Commodity Prices*

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

*Uninsured Risks*

The Company carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

*Conflicts of Interest*

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

*Land Title*

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

*Aboriginal Land Claims*

No assurance can be given that aboriginal land claims in British Columbia will not be asserted in the future in which event the Company's operations and title to its properties may potentially be seriously adversely affected.

## SUBSEQUENT EVENTS

Please refer to the discussion in the section "Exploration Update" and "Corporate Restructuring"

## FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## OTHER

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.maxtechventures.com. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.