



NOTICE OF A 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 August 15, 2014 a special meeting (the "**Meeting**") of shareholders (the "**Maxtech Shareholders**") of Maxtech Inc. (the "**Company**") will be held at 8338 - 120th Street, Surrey, British Columbia on September 22, 2014 at 10: 30 am. (Vancouver B.C. time), for the following purposes:

1. to consider and, if thought fit, pass, with or without variation, a special resolution approving an arrangement (the "**Plan of Arrangement**") under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**Act**") which involves, among other things, the distribution to the Maxtech Shareholders shares of Maxtech Holdings Inc. ("**MHC**"), currently a wholly owned subsidiary of the Company, all as more fully set forth in the accompanying management information circular (the "**Circular**") of the Company
2. to consider and, if thought fit, pass, with or without variation, an ordinary resolution to approve, ratify and affirm a stock option plan for MHC;
3. to consider and pass with or without variation, a resolution approving a change of name of MHC to a name to be determined by the directors of the Company, at their sole discretion.
4. 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 sections 237 to 247 of the Act. The dissent rights are described in Schedule "F" of the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.

The 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 August 15, 2014, 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 the Company not being voted at the Meeting.

Dated at Surrey, British Columbia, this 15 day of August, 2014

BY ORDER OF THE BOARD OF DIRECTORS

"Lucky Janda"

Lucky Janda, CEO/President

**FORM
17
(RULES 4-6(1),5-1 (4),5-2 (4),5-4 (1),8-1 (21.1) and
(22),
9-4 (1), 12-2 (6), 13-3 (25),16-1 (16.1) and
(17),
20-5 (3), 21-5 (4),23-1 (9),23-3 (10) and 23-5
(5))**

No. S-146012

Vancouver (Robson Square) Registry

In Supreme Court of British Columbia

Between

MAXTECH VENTURES INC.

Plaintiff

and

MAXTECH HOLDINGS CORP.
and the Shareholders of Maxtech Ventures Inc..

Defendants

REQUISITION - GENERAL

Filed by: Maxtech Ventures Inc.

Required: A hearing of an Application for a final Order approving the Arrangement and for a determination that the terms and conditions of the Arrangement are fair to the Shareholders to be made before the presiding Judge in Chambers at the Courthouse,800 Smithe Street, Vancouver, B.C., on October 10, 2014 at 9:45a.m. (Vancouver time) (the "Final Application");

At the hearing of the Final Application the Court may approve the Arrangement as presented or may approve it subject to such terms and conditions as the Court deems fit.

It is not known whether the matter will be contested and it is estimated that the hearing will take 10 minutes to be heard.

THIS REQUEST FOR A HEARING OF THE FINAL APPLICATION is being brought pursuant to a Petition filed on August 5, 2014 by Maxtech Ventures Inc. (the "Petitioner") in the Supreme Court of British Columbia for approval of a Plan of Arrangement (the "Arrangement"), pursuant to the Business Corporations Act, S.B.C. 2002, Chapter 57,as amended.

AT A HEARING of the Supreme Court of British Columbia on August 15, 2014 the interim Order was pronounced whereby the Court has given directions as to the calling of a special meeting of the holders of common shares in the capital of the Petitioner (the "Shareholders"), for the purpose, inter alia, of considering and voting upon the Arrangement and approving the Arrangement. The Interim Order sets the date for the Final Application at October 10, 2014.

ANY SHAREHOLDER affected by the Final Order sought may appear (either in person or by counsel) and make submissions at the hearing of the Final Application if such person has filed with the Court at the Court Registry, 800 Smithe Street, Vancouver, British Columbia a Response in the form prescribed by the Rules of Court of the Supreme Court of British Columbia and delivered a copy of the filed Response, together with all materials on which such person intends to rely at the hearing of the Final Application, including an outline of such person's proposed submissions, to the Petitioner at its address for delivery set out below by or before 10:00 am.(Vancouver time) on October 7, 2014.

The Petitioner's address for delivery is:
8338-120th Street
Surrey, British Columbia V3W 3N4
Attention: Laine Trudeau

ANY SHAREHOLDER WHO WISHES TO BE NOTIFIED OF ANY ADJOURNMENT OF THE FINAL APPLICATION MUST GIVE NOTICE by filing and delivering the form of "Response" as aforesaid. You may obtain a form of "Response" at www.ag.gov.bc.ca.

IF YOU DO NOT FILE A RESPONSE and attend either in person or by counsel at the time of such hearing, the Court may approve the Arrangement, as presented, or may approve it subject to such terms and conditions as the Court shall deem fit, all without any further notice to you. If the Arrangement is approved, it will significantly affect the rights of the Shareholders.

A copy of the said Petition and other documents in the proceedings will be furnished to any member of the Petitioner upon request in writing addressed to the Petitioner at its address for delivery as set out above.

This requisition is supported by the following:

1. Affidavit #2 of Lucky Janda, made September, 2014.