

NOTICE OF CHANGE IN CORPORATE STRUCTURE

pursuant to Section 4.9 of National Instrument 51-102

To: BC Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Introduction

Maxtech Ventures Inc. is filing this Notice of Change in Corporate Structure pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*. Maxtech Ventures Inc. has completed a Plan of Arrangement (the “**Arrangement**”) under Part 9 Division 5 of the *Business Corporations Act* (British Columbia).

Parties to the Arrangement

The parties to the Arrangement are the parent company, Maxtech Ventures Inc. (“**Maxtech**” or the “**Company**”), and its subsidiary Can-Ameri Agri Co., Inc. (“**Can-Ameri**”).

Description of the Arrangement

The shareholders of Maxtech (the “**Maxtech Shareholders**”) approved the Arrangement between Maxtech and its subsidiary Can-Ameri at the special meeting of Maxtech Shareholders held on September 22, 2014. The Supreme Court of BC approved the Arrangement on October 10, 2014.

The Arrangement involved a number of steps, more fully described in Maxtech's information circular (the “**Maxtech Circular**”). As a result of the Arrangement, Maxtech created two new classes of shares, being an unlimited number of New Common Shares and an unlimited number of Class A Preferred Shares; Pursuant to the Arrangement Maxtech would issue 11,216,316 common shares to Maxtech Shareholders on a one share for one share basis; Can-Ameri would acquire all of Maxtech's interest in and to its real estate, equity stock portfolio, a Drilling Rig and cash. The common shares of Maxtech continue to trade on the Canadian Securities Exchange (“**CSE**”).

Effective Date

The change in corporate structure is effective as of January 22, 2015. Shareholders of record on October 10, 2014 (the “**Record Date**”) shall receive shares of Can-Ameri.

Reporting Issuers and Continuing Entities

No party ceased to be a reporting issuer after the Arrangement.

Both companies will continue to exist. Maxtech Capital Corp. was a reporting issuer prior to the Arrangement and remains a reporting issuer after the Arrangement.

Can-Ameri was not a reporting issuer prior to the Arrangement, but has become a reporting issuer as a result of the Arrangement.

Financial Reporting Periods

Maxtech Ventures Inc.

Date of Incorporation: April 19, 2000

Year End: July 31

The Company's first year end subsequent to the transaction will be July 31, 2015.

The first year's filings that will occur subsequent to the transaction are as follows:

Period		Comparative Period
Second Quarter	January 31, 2015	January 31, 2014
Third Quarter	April 30, 2015	April 30, 2014
Fourth Quarter	July 31, 2015	July 31, 2014
First Quarter	October 31, 2015	October 31, 2014

Can-Ameri Agri Co. Inc.

Date of Incorporation: October 17, 2014

Year End: July 31

The Company's first year end subsequent to the transaction will be July 31, 2015

The first year's filings that will occur subsequent to the transaction are as follows:

<u>Period</u>		<u>Comparative Period</u>
Second Quarter	January 31, 2015	Not Applicable
Third Quarter	April 30, 2015	Not Applicable
Fourth Quarter	July 31, 2015	Not Applicable
First Quarter	October, 2015	Not Applicable

Applicable Filings under National Instrument 51-102 – Continuous Disclosure Obligations

A management information circular that describes the Arrangement in detail was mailed to the Maxtech shareholders and posted on SEDAR under Maxtech's profile.

News releases were disseminated on September 17, 2014, October 14, 2014 and January 22, 2015 describing the Arrangement and providing updates on the progress of the Arrangement.