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Management's Discussion and Analysis
Three and six months ended January 31, 2015

DATE AND SUBJECT OF REPORT

Following is management's discussion ("MD&A") in respect of the results of operations and financial position of Maxtech Ventures Inc. ("Maxtech" or the "Company") for three and six months ended January 31, 2015 and should be read in conjunction with the Company's unaudited consolidated condensed interim financial statements for the same periods and the audited consolidated annual financial statements for its recent year ended July 31, 2014. The financial statements and MD&A of the Company are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS'). 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.

The MD&A has been prepared effective as of March 31, 2015.

FORWARD LOOKING INFORMATION

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, future mining properties exploration plans including risks associated with the costs of mineral exploration, whether a mineral deposit will be commercially viable, the fluctuating nature of metal prices, Canadian and foreign government regulations regarding mining, environmental hazards, environmental protection regulations, and also those identified in the Risks & Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by securities law.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	*Assumptions*	*Risk factors*
Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.	*Management makes projections based on the Company's past performance.*	*Unexpected significant operating or investing expenditures that may incur in the future*

OVERALL PERFORMANCE

Business update

Prior to the quarter ended October 30, 2014, the Company currently had two principal business focuses: a) acquisition and development of real and farming properties and b) exploration of mineral properties in British Columbia and Quebec. The Company's common shares are currently trading on the Canadian Securities Exchange with the trading symbol of MVT.

In August 2014, Maxtech and its wholly owned subsidiary, Can-Ameri, entered into an arrangement agreement ("Agreement") to execute a proposed plan of arrangement ("Arrangement") in connection with the reorganization of the Company. Upon the completion of the Arrangement on March 13, 2015, Can-Ameri, which has three real and farming properties located in the USA (see the "Investment in real and farming properties´section in the below), has been spun out from Maxtech after the transaction and the listing of Can-Ameri common shares received all the required approval. As a result, the Company stopped conducting development of real and farming properties and focus only in the exploration of mineral properties in British Columbia and Quebec.

Under the Agreement, the Company transferred the following assets and liabilities to Can-Amrei during the three months ended January 31, 2015:

	$
Assets transferred to Can-Ameri	
Cash	308,006
Prepaid expense	148,245
Properties (see investment in real and farming properties section)	3,075,673
Drilling equipment	-
Marketable securities of a private company	-
Liabilities assumed by Can-Ameri	
Deposit (see investment in real and farming properties section)	(116,270)
Net assets acquired	3,415,654

PROPERTIES	**January 1, 2015**
	$
Bradshaw	1,397,319
Camino	406,945
Franklin	1,123,057
California Land	148,352
Total	**3,075,673**

Investment in real and farming properties

The Continuity of the Company's properties is as follows:

	July 31, 2014 $	Additions $	Effect of change in foreign exchange rate $	Transfer to Can-Ameri $	January 31, 2015 $
Bradshaw	1,307,840	-	89,479	1,397,319	-
Franklin	725,170	300,067	97,820	1,123,057	-
Camino	381,150	-	25,795	406,945	-
California Land	-	148,352	-	148,352	-
	2,414,160	448,419	213,094	3,075,673	-

6059 Bradshaw Road ('' Bradshaw'')
6059 Bradshaw Road is a parcel of land (with area of approximately 19.68 acres) located in 6059 Bradshaw Road, Sacramento, California, U.S.A.

11900 Franklin Blvd ("Franklin")
The Franklin Property is comprised of a parcel of land (approximately 65 acres) and a house located at 11900 Franklin Blvd, Elk Grove, California.

12441 E Camino ("Camino")
The Camino property is a single family home located in Tucson, Arizona. The Camino property is a single family home located in Tucson, Arizona. The purchase of the property was financed by a US$250,000 ($272,250) payment by the Company and a US$100,000 ($108,900) payment by the tenant. The tenant has the option to buy the Camino Property from the Company for US$375,000 on or before August 1, 2015 and may apply the US$100,000 payment ('' Deposit'') made toward the purchase price of the option is exercised.

California Vacant land ("California Land")
In August, 2014, the Company acquired a 75% interest in three parcels of vacant land (approximately 2.4 acres) in Sacramento, California, USA through its newly formed controlled (75% owned) USA subsidiary, Parkplace Equity Investment Group, LLC for a consideration of $148,352.

Exploration update

Ariane and Guercheville
By an option agreement dated March 5, 2007, and as amended on October 20, 2010, the Company had acquired a 100% interest in a prospective gold property in the Abitibi region of Quebec.

As at July 31, 2013, management assessed that the Company may not be able to recover the carrying value of the Ariane Property. The Ariane Property was impaired it to a nominal value of $1.

The Company did not have exploration activities during six months ended January 31, 2015

Julia
The Company holds various mineral claims located in the Atlin Mining Division of British Columbia (the "Julia Property").

On May 31, 2011, the Company entered into an agreement with the optionor whereby the Company and the optionor agreed to transfer their interests in the Julia Property to Emerging Minerals. The Company and the optionor were each issued 16,500,000 shares of Emerging Minerals.

On the same date, the Company and the optionor agreed that the Company contributed $210,000 over and above the originally agreed upon expenditures and an additional 2,100,000 shares of Emerging Minerals were issued to the Company in return for these expenditures. As a result, the Company now holds 53% of the Julia property.

As at July 31, 2013, management assessed that the Company may not be able to recover the carrying value of the Julia Property. The Julia Property was impaired it to a nominal value of $1.

The Company did not have exploration activities during six months ended January 31, 2015.

Lalitpur Iron Ore Project
In March 2010, the Company's wholly owned subsidiary, MRPL, was granted a Reconnaissance Permit ("RP") in the Lalitpur District, Uttar Pradesh Province, India to explore for iron ore, gold and platinum group minerals. The RP expired on March 29, 2013.

The Company had applied for four additional RP's in the States of Uttar Pradesh, Uttaranchal and Himachal Pradesh, in the prior year. These applications have been abandoned and will not be pursued further.

Given the abandonment of the RP, the Company had impaired the property to a nominal value of $1 as at July 31, 2013 and wrote off the property completely as at July 31, 2014.

The Company did not have exploration activities during six months ended January 31, 2015.

Private placement
The Company completed a non-brokered private placement and raised a total of $100,000 through the sale of 2,000,000 units at $0.05 per unit in November 2014. Each unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.05 per share for a period of two years.

SUMMARY OF QUARTERLY RESULTS

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

(In thousands of dollars except amounts per share)	2015		2014				2013	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
	$	$	$	$	$	$	$	$
Cash and cash equivalent	273	999	926	1,236	1,252	3,509	3,632	3,985
Working Capital	364	856	1,208	1,920	1,959	3,918	4,003	4,134
Total Assets	394	3,796	3,748	3,986	4,028	4,028	4,061	5,396
Shareholders' Equity	364	3,603	3,622	3,928	3,968	3,993	4,027	5,364
Administrative expenses	108	53	58	43	44	55	79	67
Earnings (loss) from continued operation	(64)	(43)	(429)	(9)	(11)	(20)	(1,591)	(54)
Earnings (loss) per Share	(0.01)	(0.00)	(0.04)	(0.00)	(0.00)	(0.00)	(0.14)	(0.00)
Weighted Average Shares Outstanding (000's)	12,316	11,216	11,216	11,216	11,216	11,216	11,216	11,216

The Company has not earned significant revenue from operation since inception and does not expect to earn significant revenue from operation in the near future. The Company is still in the process of developing the Company into a viable business. Thus its income and loss is not subject to seasonality.

The fluctuation of the Company's income and loss is mainly related to the amount of business activities done in each particular quarter plus various incidental gain/loss from disposition of the Company's marketable securities, assets write down and recovery. For an example, the larger than average quarterly loss incurred in 2013 Q4 ($1,591,000) was a result of various non-recurring impairment write down of the Company's assets. Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.

RESULTS OF OPERATIONS

Six months ended January 31, 2015 ("2015 Six Months")
The Company had a net loss of $106,560 in 2015 Six Months compared to the net loss of $30,992 in the same period of last year, an increase of 75,568.

The loss in 2015 Six Months was mainly a combined result of incurring $179,250 administrative expenses (2014 Six Months - $99,271), interest income of $11,184 (2014 Six Months - $49,793), and rental income of $61,506 (2014 Six Months– $Nil)

During 2015 Six Months, the main components of the administrative expenses are office facilities and administrative services of $37,934 (2014 Six Months - $15,693); consulting fees of $14,642 (2014 Six Months - $15,000), transfer agent and listing fees of $115,774 (2014 Six Months - $11,950). The Company incurred higher transfer agent and listing fees in 2015 Six Months in connection with the corporate restructuring discussed in the above.

The Company lent $225,000 to Desert Gold Ventures Inc. during 2014 Six Months and earned one time incentive fees and interest totalling $21,154. There was no similar arrangement in 2015 Six Months. As a result, the Company earned less interest income in 2015 Six Months.

The Company acquired three real/farming properties in the last two quarters of 2014. The Company has earned rental income/farming income from these properties during 2015 Six Months. There was no similar lease arrangement in the same period in 2014. As a result, rental income in 2015 Six Months increased.

As at January 31, 2015, the Company had $273,023 cash (July 31, 2014 - $925,817), marketable securities of $55,432 (July 31, 2014 - $79,506), note receivable of $56,000 (July 31, 2014 - $326,000), customer deposit of $Nil (July 31, 2014 - $108,900), accounts payable and accrued liabilities of $29,918 (July 31, 2014 - $17,218), and share capital of $8,230,000 (July 31, 2014 - $$8,130,000)

During 2015 Six Months the Company's cash decreased by $652,794 which was mainly a combined result of receiving $100,000 from issuance of shares and warrants, receiving $270,000 from a promissory note repayment, which have been offset by the use of $209,160 in the operations, $448,419 in the acquisition of properties, and the transfer out of cash of $308,006 to Can-Ameri in connection with the corporate restructuring

Three months ended January 31, 2015 ("2015 Q2")

The Company had a net loss of $64,124 in 2015 Q2 compared to the net loss of $11,032 in the same period of last year, an increase of 53,092.

The loss in 2015 Q2 was mainly a combined result of incurring $107,516 administrative expenses (2014 Q2 - $99,271), interest income of $703 (2014 Q2 - $14,269), and rental income of $42,689 (2014 Q2– $Nil)

During 2015 Q2, the main components of the administrative expenses are office facilities and administrative services of $22,134 (2014 Q2 - $3,894); consulting fees of $7,000 (2014 Q2 - $2,500), transfer agent and listing fees of $78,382 (2014 Q2 - $3,537). The Company incurred higher transfer agent and listing fees in 2015 Q2 in connection with the corporate restructuring discussed in the above.

$448,419 were invested in acquisition of properties and $308,006 during 2015 Six Months. As a result, the Company has less redundant cash to earned interest revenue during 2015 Q2.

The Company acquired three real/farming properties in the last two quarters of 2014. The Company has earned rental income/farming income from these properties during 2015 Q2. There was no similar lease arrangement in the same quarter in 2014. As a result, rental income in 2015 Q2 increased

LIQUIDITY AND CAPITAL RESOURCES

Financing of operations has been achieved primarily by equity financing. On October 31, 2014, the Company had $273,023 in cash ($925,817 – July 31, 2014) and a working capital of $364,100.

During 2015 Six Months, the Company received $100,000 from issuance of shares and warrants.

The Company considers its cash, marketable securities, and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

The Company's capital is not subject to external restriction.

TRANSACTIONS WITH RELATED PARTIES

Refer to Note 11 to the Company consolidated condensed interim financial statements for the three and six months ended January 31, 2015

PROPOSED TRANSACTIONS

There are no proposed transactions that may materially affect the performance of the Company.

SHARE DATA

As at the date of this MD&A, the Company has 13,216,334 common shares outstanding and 2,000,000 share purchase warrants that can converted into the Company's common share on a one to one basis. As at the date of this MD&A the Company does not have outstanding stock options that can be exercisable into common shares of the Company.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to the Note 3 to the Company consolidated condensed interim financial statements for the three and six months ended January 31, 2015.

FINANCIAL INSTRUMENTS

Refer to Note 3 & 12 to the Company consolidated condensed interim financial statements for the three and six months ended January 31, 2015

RISK AND UNCERTAINTIES

Risks of the Company's business include the following:

Requirement of significant investment.
The Company believes it has sufficient funds to support its newly acquired real estate project. However, real estate development is capital intensive and the Company might not have enough funds to finance its development in the future.

Risk of new business
The Company has little operating experience in the farming business and real estate development. The Company plans to manage this risk factor by using experienced contractors for its farming operation in the future and experienced professionals in developing its real estate properties that the Company may acquire in the future.

Development and Construction Risk
The Company's real estate development are subject to risks generally attributable to construction projects which include: (i) design risk including delays involving zoning or other approvals from local authorities; (ii) construction cost overruns; and (iii) lease-up and rental achievement risk.

> (i) Planning and design risk - Planning and design encompasses a review of local development requirements, the acquisition of suitable land, the selection of an appropriate building configuration with suitable amenities and appearance, zoning or other approvals from local authorities, identification of a skilled workforce, available contractors and selection of a project manager. Planning and design risk is mitigated by understanding local building codes, contracting the design to qualified professionals, obtaining development permits and meeting all other legal requirements. The process of obtaining approvals may take months or years, and there can be no

assurance that the necessary approvals for any project will be obtained. Significant delays could render future developments uneconomical.

(ii) Construction risk is the risk that development will not be completed by the expected turnover date or that the costs will exceed budgeted amount or health and safety concerns. The Company will minimize its exposure to construction risk by entering into fixed price contracts when possible, analyzing project costs compared to budget, management approval of change orders, utilizing qualified project managers and the use of a robust internal health and safety program. Management monitors the construction costs by analyzing variances between actual and budgeted costs.

(iii) Lease-up and potential rent risk includes the risk that tenants will fail to occupy the completed project on a timely basis following completion and (or) pay the forecast rents.

Government Regulation

Real estate development are subject to various applicable federal and local laws governing real estate development, taxes, labour standards, and occupational health and safety, and environment protection matters.

Management will monitor the Company's activities closely to ensure they are implemented 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 the Company's activities. Amendments to current laws and regulations could have substantial impacts on the Company.

Permits and Licenses

The real estate development may require the Company to obtain regulatory 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.

Prices of Real Estate Properties

The profitability of real estate development is significantly affected by changes in the market price of real estate properties may significantly fluctuate with the change of economic condition, interest rate, and rate of employment which are not predictable.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in real estate development or management. 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.

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 are 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.